

NOTE: This is the current unofficial copy of Association Documents. Official signed and notarized copies are kept by DMPOA INC, PO Box 413, Ocean View, DE 19970

DENTON MANOR PROPERTY OWNERS ASSOCIATION, INC.

FIRST BY-LAWS AFTER INCORPORATION

ARTICLE I

The Association shall be known as the Denton Manor Property Owners Association, Inc., or (DMPOA).

ARTICLE II

Recognizing the need for advancement in the community, particularly in the authorizing and fostering of ways and means to provide the health, education, safety and general welfare of the Denton Manor Subdivision, the lot owners as members have associated themselves together for the purpose of promoting important objects. The Association having for its ultimate object is betterment of Sussex County. This Association shall be operated exclusively for local improvements and non-profitable purposes.

BY-LAWS

ARTICLE I

Name: This organization shall be known as Denton Manor Property Owner Association, Inc. (DMPOA).

ARTICLE II

Object: The object of this organization shall be to represent and serve the residents in accordance with the By—Laws and rules of the Association.

ARTICLE III

Association Structure: The structure of the Denton Manor Property Owners Association, Inc. (DMPOA) shall consist of the following:

1. Membership

2. Board of Directors (9 natural persons). The Board shall elect among its members the officers and shall elect officers from directors as directed by vote of the membership.

A. Officers

1. President
2. Vice President
3. Secretary

- 4. Treasurer
 - 5. Sergeant—at—Arms
3. Committees
- A. Special
 - B. Standing

ARTICLE IV

MEMBERSHIP

Section 1 - Eligibility - All lot owners within Denton Manor's boundary are members having one vote for each lot owned, voting rights are subject to the provisions of the By-laws and the Corporation Articles of Incorporation.

Section 2 - Voting Restriction - Only members in good standing shall be entitled to cast votes. To be in good standing, the member must have paid prior to any meeting any previously noticed assessments.

Section 3 - Assessment - Each member (lot owner) of the DMPOA shall pay a membership assessment, per lot, as established by the Board of Directors of DMPOA as authorized by the Restrictions. A member in good standing is a member who has paid all assessments which have been levied as of the date on which any vote is to be cast.

Section 4 - All members must abide by the rules and by-laws as herein subscribed.

ARTICLE V

GOVERNING AUTHORITY

Section 1 - Membership - The affairs of this association shall be governed by the Board of Directors elected by the membership in accordance with the Restrictions and policies of the Association in the following manner:

A. By directions/resolutions of the Board of Directors, and by the officers of the association discharging the responsibilities of their office, between membership meetings.

Section 2 — Board of Directors — The Association's Board of Directors shall consist of nine (9) members in good standing.

A. Duties shall be to attend all meetings; regular and special and to meet between meetings.

B. Petitions and/or complaints must be presented before the Board of Directors for action.

Section 3 - Officers and their Duties:

A. The President

- a. Shall be responsible for the conduct of all Association business.
- b. Shall preside at all regular meetings.
- c. May appoint committees and chairmen as needed.

- d. Shall decide all questions of order without debate.
- e. May appoint replacement officers with approval of the Board of Directors.
- f. Be an ex-officio member of all standing committees.

B. The Vice President

- a. Shall work under the direction of the Association President.
- b. Shall perform duties of the President in his/her absence.

C. The Secretary

- a. Shall record and maintain the minutes and reports of all meetings of the Association and Board of Directors.
- b. Shall take care of all correspondence.

D. The Treasurer

- a. Shall maintain a record of the Association membership.
- b. Shall attend all meetings of the Association and Board of Directors with current financial statements and shall collect monies and deposit same in a Bank. Shall pay all approved bills by check, signed by self. Bills approved exceeding \$200.00 shall have two officers' signatures. May keep \$50.00 for petty cash. Shall deliver all books, papers, etc. belonging to the Association, that may be in his/her possession, to the duly elected successor immediately following the general election.
- c. Shall open books for audit authorized by the Board or required by these By-laws.

E. The Sergeant-at-Arms

- a. Shall preserve order at all meetings.
- b. See that all members sign the attendance sheet.
- c. Make introductions for new members and guests.

ARTICLE VI

Association Meetings

Section 1 — Regular meetings of this Association shall be held twice annually. Notices will be sent to all members.

Section 2 — Board of Directors and Officers shall hold a meeting prior to each regular scheduled membership meeting.

Section 3 - Meetings shall be held in May and August unless the membership votes to change meeting dates.

Section 4 - A quorum to hold a meeting shall be 25% of the members.

ARTICLE VII

Association Committees

Section 1 - The Association shall have the following regular standing committees:

- A. Membership\Welcoming
- B. Ways and Means
- C. Community Improvements
- D. Building Review

Section 2 - Chairman of all committees shall be recommended by the President and approved by the Board of Directors.

Section 3 - Vacancies on committees shall be filled in the same manner as the original appointments.

ARTICLE VIII

Nominations and Elections of Officers and Members of the Board of Directors

Section 1 — Nominations shall be held in the first meeting of each year. Elections shall be held in the second meeting of each year. Proxy votes, in writing, may be sent to the Secretary from members and opened at time of voting. Members present at any meeting may vote by secret ballot or by open vote where a quorum is present as determined by the Chair. There shall be ONE vote per lot, subject to the provisions of these By—laws.

Section 2 — To be elected to office, one must be a member in good standing.

Section 3 - Candidates receiving the highest number of votes in the August meeting shall be declared elected.

Section 4 - The presiding officer shall appoint judges to count votes.

Section 5 - The initial Board of Directors shall be elected in classes; first class, three members to one year terms; second class, three members to two year terms; and third class, three members to three year terms at the first election after incorporation. Elections to fill the expired terms shall be held annually thereafter. After expiration of the initial terms of each class of Directors, each class of Directors shall be elected for three-year terms of office. The Board shall decide what individual will serve in what office yearly.

Section 6 - Quorum of the Board - Any board meeting will require five members. Voting, if a quorum is present, will be by a simple majority.

ARTICLE IX

Oath of Office

“I, _____, hereby accept the office of (Board member) of the Denton Manor Property Owners Association, Inc. with full knowledge of the responsibilities and duties of such office, I promise to faithfully discharge my duties according to the By-laws and Restrictions of the Association, and I shall endeavor to serve the Association to the best of my ability, and uphold the Constitution of the United States, so help me God.”

Section 1 — The installing officer shall be the chairman of the Board of Directors and he/she will administer the oath of office.

ARTICLE X

Adoption:

Section 1 - These By-laws shall be adopted upon approval of a majority of the members voting their adoption in a meeting called for that purpose.

Section 2 — These By-laws may be amended, if recommended by the Board and approved by the members. The Board will submit recommended amendments to the members at the next meeting with their recommendations. Notices will be sent to all members and will be voted upon at the next meeting. Proxy votes will be opened at the meeting. Changes will be approved if voted upon favorably by a majority of a quorum. All amendments must be attached to the By-laws as a rider.

ARTICLE XI

Order of Business

A. The order of Business at a meeting shall be as follows:

1. Call to order.
2. Roll call of officers
3. Proof of quorum - 25% of the members shall constitute a quorum.
4. Reading and action on minutes of the previous meeting.
5. Treasury Report
6. Communications
7. Report of the Board of Directors
8. Report of Committees
9. Old Business
10. New Business
11. Adjournment

B. The order of business may be suspended by a two-thirds vote of those members present.

ARTICLE XII

VOTING

A. Voting shall be on the basis of one (1) vote per lot, subject to the member being in good standing.

B. Proxy votes must be mailed to and received by the Association in writing and signed by the member in good standing to be counted.

ARTICLE XIII

Conduct of meetings, other business and quorum

A. All business of this association shall be conducted under these By-laws and rules of the association.

B. The number of members constituting a quorum for meetings shall be no less than 25% members in good standing.

C. In the event of a meeting, all members are to be notified at least 30 days prior to the meeting.

D. All members recognized by the chair will be allowed five minutes to express themselves.

ARTICLE XIV

Fiscal Year and Audit

A. The Association's fiscal year shall be the calendar year.

B. An audit can be requested at any time, by written request signed by 25% of the members in good standing. The results of the audit shall be read at the next meeting.

ARTICLE XV

Removal of Officers

A. The Board of Directors shall have full authority to remove from office any officer at any time for malfeasance.

These By-Laws having been duly approved and adopted by the Board of Directors holding office at the time of incorporation and are attested to by Richard Long, secretary of the corporation.

DENTON MANOR PROPERTY

OWNERS ASSOCIATION, INC.

Attest: Signature Richard Long