

Arnell Creek Homeowner's Association, Inc.

By - Laws

## OFFICES

1.1 The principal office of the corporation shall be at at 309 Rehoboth Avenues, Rehoboth Beach, Delaware 19971, and the registered agent in charge thereof shall be Dorian Rowe Kleinstuber.

## CORPORATE SEAL

2.1 The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Incorporated, Delaware"

## MEETINGS OF MEMBERS

3.1 The annual meeting of voting members for the election of directors shall be held in the month of May of each year, at a date set by the Board of Directors, at which meeting they shall elect by ballot, by plurality vote, members of the Board of Directors and may transact such other business as may come before the meeting.

3.2 Special meetings of the voting members may be called at any time (1) by the President, (2) by vote of a majority of the Directors, (3) at the request in writing of a majority of the voting members.

3.3 All meetings of the membership shall be held in Sussex County, Delaware, at such place or places, within Sussex County, State of Delaware as may from time to time be fixed by the Board of Directors or as shall be specified and fixed in the respective notices or waivers of notice thereof.

3.4 Each voting member entitled to vote shall, at every meeting of the membership be entitled to one (1) vote for each lot for which he is named the voting member in person or by proxy signed by him, but no proxy vote shall be voted on after one (1) year from its date, unless it provides of a longer period.

3.5 Notice of all meetings shall be mailed by the Secretary to each member entitled to vote, at his or her last known Post Office address at least ten (10) days, and no more than twenty (20) days, prior thereto.

3.6 One-third (1/3) of the voting membership shall constitute a quorum, but a lesser amount of the voting membership may adjourn from time to time without further notice until a quorum is secured.

## DIRECTORS

4.1 The property and business of the corporation shall be managed and controlled by its Board of Directors, the number of which shall be no less than five (5) members and no more than seven (7) members.

4.2 The Directors shall hold office until their successors are elected and qualified. They shall be elected by the voting membership, except that if there be a vacancy in the Board by reason of death, resignation, or otherwise, such vacancy shall be filled for the unexpired term by the remaining Directors, though less than a quorum, by majority vote.

4.3 At each annual meeting following the adoption of these By-Laws, any person elected to the Board of Directors shall be elected for a two-year term.

4.4 In the case of joint ownership of a lot in ARNELL CREEK, only one of the owners may serve on the Board of Directors at any one time.

## POWERS OF DIRECTORS

5.1 The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of the statute, the Certificate of Incorporation and the By-Laws.

5.2 The Board of Directors shall have power:

(a) To purchase or otherwise acquire property, rights, or privileges for the corporation, which the corporation has power to take, at such prices and on such terms as the Board of Directors may deem proper.

(b) To pay for such property, rights, or privileges in whole or in part with money, stock, bonds, debentures, or other securities of the corporation, or by the delivery of other property of the corporation.

(c) To create, make and issue mortgages bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and do every other act and thing necessary to effectuate the same.

(d) To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper.

(e) To confer on any officer of the corporation the power of selecting, discharging or suspending such employees.

(f) To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed.

5.3 The Board of Directors may, by resolution or resolutions passed by a majority, designate one or more committees. Each committee may consist of one or more of the directors of the corporation. Each committee shall periodically report to the Board. The Board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

## MEETINGS OF DIRECTORS

6.1 After each annual election of Directors, the newly elected Directors may meet for the purpose of organization, the election of officers, and the transaction of other business, at such time and place as shall be fixed by the Directors at the annual meeting, and, if a majority of the Directors be present at such place and time, no prior notice of such meeting shall be required to be given to the Directors. The time and place of such meeting may also be fixed by written consent of the Directors.

6.2 Regular meetings of the Directors shall be held at least two (2) times a year upon at least ten (10) days, and no more than twenty (20) days, prior written notice at Sussex County, Delaware, or elsewhere, and at other times as may be fixed by resolution of the Board.

6.3 Special meetings of the Directors may be called by the President on five (5) days notice in writing, or on one (1) days notice by telegraph or facsimile transmission to each Director and shall be called by the President in like manner on the written request of two (2) Directors.

6.4 Special meetings of the Directors may be held within or without the State of Delaware, at such place as is indicated in the notice or waiver of notice thereof.

6.5 A majority of the Directors shall constitute a quorum, but a small number may adjourn from time to time, without further notice, until a quorum is secured.

#### COMPENSATION OF DIRECTORS AND MEMBERS OF COMMITTEES

7.1 Directors and members of standing committees shall serve without compensation for attendance of each regular or special meeting of the Board, membership or standing committee.

#### OFFICERS OF THE CORPORATION

8.1 The officers of the corporation shall be a President, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may from time to time be chosen by the Board of Directors. The President and Vice President shall be chosen from among the Directors.

8.2 One (1) person may hold the offices of Secretary and Treasurer, or Vice President and Treasurer or Vice President and Secretary, but not the offices of Vice President, Secretary and Treasurer.

8.3 The officers of the corporation shall hold office until their successors are chosen and qualified in their stead. Any officer chosen or appointed by the Board of Directors may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

#### DUTIES OF THE PRESIDENT

9.1 The President shall be the chief executive officer of the corporation. It shall be his duty to preside at all meetings of the membership and Directors; to have general and active management of the business of the corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the corporation, and to affix the corporate seal thereto when authorized by the Board.

9.2 He shall have the general supervision and direction of the other officers of the corporation and shall see that their duties are properly performed.

#### VICE PRESIDENT

10.1 The Vice President or Vice Presidents, in the order designated by the Board of Directors, shall be vested with all the powers required to perform all the duties of the President in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors

#### PRESIDENT PRO TEM.

11.1 In the absence or disability of the President and the Vice Presidents, the Board may appoint from their own number a President pro tem.

#### SECRETARY

12.1 The Secretary shall attend all meetings of the association and the Board of Directors. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of members and Directors and shall perform such other duties as shall be assigned to him by the President and the Board of Directors.

## TREASURER

13.1 The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

13.2 He shall keep an account of the membership registered in such manner and subject to such regulations as the Board of Directors may prescribe.

13.3 He shall give the corporation a bond, if required by the Board of Directors, in such sum and in form with security satisfactory to the Board of Directors for the faithful performance of the duties of his office and the restoration to the corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind and in his possession, belonging to the corporation. He shall perform such other duties as the Board of Directors may from time to time prescribe or require. The cost of said bond shall be a common expense of the Association.

## DUTIES OF OFFICERS MAY BE DELEGATED

14.1 In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient by a majority of the Board, the Board of Directors may delegate his powers or duties to any other officer or to any Director for the time being.

## DIRECTORS' LIABILITY/INDEMNIFICATION

15.1 Pursuant to 8 Del. C. Section 102(7), Directors of this Corporation shall not be personally liable for monetary damages to the Corporation or its members, except as provided for under the aforementioned code section for actions involving bad faith, intentional misconduct or actions for improper personal benefit.

15.2 This Corporation 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 ( other than an action by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee, or agent 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 attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he 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 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 reasonably believed to be in the best interests of this corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

## MEMBERS OF RECORD

16.1 The corporation shall be entitled to treat the holder of title to a lot (as the same are defined in the Declaration) in ARNELL CREEK as the member in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such membership on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of Delaware; provided, however, that the vote of a lot may only be voted by the person named in the voting certificate or his proxy in accordance with the Certificate of Incorporation.

## FISCAL YEAR

17.1 The fiscal year of the corporation shall begin on the first day of June in each year.

#### CHECKS FOR MONEY

18.1 All checks, drafts, or orders for the payment of money shall be signed by the Treasurer or by such officer or officers as the Board of Directors may from time to time designate. No check shall be signed in blank.

#### BOOKS AND RECORDS

19.1 The books, accounts and records of the corporation except as otherwise required by the laws of the State of Delaware, may be kept within or without the State of Delaware, at such place or places as may from time to time be designated by the By-Laws or by resolution of the Directors.

#### NOTICES

20.1 Notice required to be given under the provisions of these By-Laws to any Director, officer or member, shall not be construed to mean personal notice, but may be given in writing by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to such member, officer or Director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any member, officer or Director may waive, in writing, any notice required to be given under these By-Laws, whether before or after the time stated therein.

#### AMENDMENTS OF BY-LAWS

21.1 These By-Laws may be amended, altered, repealed or added to at any regular meeting of the voting members or any special meeting called for that purpose by affirmative vote of a majority of the membership entitled to vote.

These By-Laws are hereby accepted as of this 1st day of June , 1999.