

BY-LAWS  
WYNN WOOD HOMEOWNERS ASSOCIATION, INC  
(hereinafter referred to as "corporation") REVISION 2018

ARTICLE I - OFFICES

**SECTION 1. REGISTERED OFFICE.** The registered office shall be established and maintained at the address of the current president, Camden, Delaware, with a mailing address of P. O. Box 488, Camden, DE 19934 and the current President shall be the registered agent of this corporation in charge thereof.

ARTICLE II - MEETINGS OF MEMBERS

**SECTION 1. ANNUAL MEETINGS.** Annual meetings of members for the election of Officers, and for such other business as may be stated in the notice of the meeting, shall be held at such place within the State of Delaware, and at such time and date as the Officers, by agreement, shall determine and as set forth in the notice of the meeting.

**SECTION 2. OTHER MEETINGS.** Meetings of members for any purpose other than the election of Officers may be held within the State of Delaware at such time and place as determined by the Officers and shall be stated in the notice of the meeting.

**SECTION 3. SPECIAL MEETINGS.** Special meetings of the members for any purpose or purposes may be called by the President, Secretary, by resolution of the Officers, or upon written request by 10% of the homeowners entitled to vote, may be held within the State of Delaware at such time and place as determined by the Officers and shall be stated in the notice of the meeting.

**SECTION 4. NOTICE OF MEETINGS.** Written notice, stating the place, date, and time of the meeting, shall be given to each member entitled to vote in accordance with Article V, Section 5 of these By Laws, not less than ten (10) nor more than fifty (50) days before the date of the meetings.

**SECTION 5. ACTION WITHOUT MEETING.** Unless otherwise provided by the Certificate of Incorporation, any action required to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting, may be taken without consent in writing, setting forth the action so taken, shall be signed by the holders of property having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all households entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

**SECTION 6. QUORUM.** Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy of members holding ten percent (10%) ownership of the households (182) entitled to vote shall constitute a quorum at all meetings of the members. In case a quorum shall not be present at any meeting, a majority in interest of the members entitled to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of households entitled to vote shall be present. At any such adjourned meeting at which the requisite amount of households entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed; but only those members entitled to vote at the meeting as originally noticed shall be entitled to vote any adjournment or adjournments thereof. Proxies shall count towards said quorum.

**SECTION 7. VOTING.** Voting members shall be by only those currently in compliance with the Home Owners Association By-Laws and Declaration of Restrictions are entitled to vote. Each member household entitled to vote in accordance with the terms of the Certificate of Incorporation and in accordance with the provisions of these By-Laws shall be entitled to one vote, in person, or by proxy, for each household. Upon demand of any member, the vote for Officers and the vote upon any questions before the meeting shall be by ballot with one vote per household. At the Annual meeting nominations for election to office will be received from the floor. In addition, anyone interested in serving as an Officer may submit his/her name for consideration. All elections for Officers shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

A complete list of the members entitled to vote at the ensuing election, arranged in alphabetical order, with the address of each, and the number of households held by each, shall be open to the examination of any members, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting upon written request to the HOA. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any member who is present.

**SECTION 8. PROXIES.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically terminate upon conveyance by the homeowner of his home.

### ARTICLE III - OFFICERS

**SECTION 1. NUMBER AND TERM.** The number of Officers shall be three (3) to seven (7). The Officers shall be elected at the annual meeting of the members and each Officer shall be elected to serve until his/her successor shall be elected and shall qualify. All Board Members and Officers must be members in compliance with the By Laws and the Declaration of Restrictions. Only one homeowner from each household may serve on the Board or hold office at the same time.

**SECTION 2. RESIGNATIONS.** Any Officer, member of a committee or task force advisor may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**SECTION 3. VACANCIES.** If the office of any Officer, member of a committee or other task force advisor becomes vacant, the remaining Officers, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his/her successor shall be duly chosen.

**SECTION 4. REMOVAL.** Any Officer or Officers may be removed whether for or without cause at any time by the affirmative vote of the household-members entitled to vote, and a special meeting of the members called for the purpose and the vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of a majority in interest of the members entitled to vote.

**SECTION 5. INCREASE OF NUMBER.** The number of Officers may be increased by amendment of these By-Laws by the affirmative vote of a majority of the Officers, though less than a quorum, or by the affirmative vote of a majority in interest of the members, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Officers may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

**SECTION 6. POWERS.** The Officers shall exercise all of the powers of the corporation except such as are by law, or by the Certificate of Incorporation of the corporation or by these By-Laws conferred upon or reserved to the members.

**SECTION 7. COMMITTEES.** The Officers may, by resolution or resolutions passed by a majority of the Officers, designate one or more committees, each committee to include one or more of the Officers of the corporation. The Officers may designate one or more Officers 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 he/she or they constitute a quorum, may unanimously appoint another Officer to act at the meeting in the place of any such absent or disqualified member.

**SECTION 8. MEETINGS.** The newly elected Officers may hold their first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the annual meeting of the members; or the time and place of such meeting may be fixed by consent of all the Officers. Regular meetings of the Officers may be held without notice at such places and times as shall be determined from time to time by resolution of the Officers. Special meetings of the Officers may be called by the President or by the Secretary on the request of any two Officers on at least one (1) days' notice to each Officer and shall be held at any such place or places as may be determined by the Officers, or as shall be stated in the call of the meeting.

**SECTION 9. QUORUM.** A majority of the Officers shall constitute a quorum for the transaction of business. If at any meeting of the Officers there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

**SECTION 10. COMPENSATION.** Officers shall not receive any stated salary or other compensation for their services as Officers or as members of committees.

**SECTION 11. ACTION WITHOUT MEETINGS.** Any action required or permitted to be taken at any meeting of the Officers, be taken without a meeting, if prior to such action a written consent thereto is signed by a majority of Officers, and such written consent is filed with the minutes of the proceedings of the Officers.

#### **ARTICLE IV - RESPONSIBILITIES OF OFFICERS**

**SECTION 1. OFFICERS.** The Officers of the corporation shall be a President, Vice-President, Treasurer, and Secretary, all of whom shall be elected by the Homeowners Association members and who shall hold office until their successors are elected and qualified. The Officers shall be elected at the annual meeting of the Homeowners Association. More than two offices may be held by the same person. The Officers may appoint one or more At-Large Representatives as they may deem proper to create/maintain an odd number on the Board for voting purposes.

**SECTION 2. OTHER OFFICERS AND ADVISORS.** The Officers may appoint such other officers and advisors as they may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the elected Officers.

**SECTION 3. PRESIDENT.** The President shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. He/she shall preside at all meetings of the members if present thereat, and at all meetings of the Officers, and shall have general supervision, direction and control of business of the corporation. Except as the Officers shall authorize thereof in some other manner, he/she shall execute bonds, mortgages and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or the Treasurer.

**SECTION 4. VICE PRESIDENT.** The Vice-President shall have such powers and shall perform such duties as shall be assigned to him/her by the other Officers.

**SECTION 5. TREASURER.** The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He/she shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Officers.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Officers or the President, taking proper vouchers for such disbursements. He/she shall render to the President and other Officers at their regular meetings, or whenever they may request it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. He/she shall give the corporation a bond for the faithful discharge of his/her duties in such amount and with such surety as the Officers shall prescribe.

**SECTION 6. SECRETARY.** The Secretary shall give, or cause to be given, notice of all meetings of members and Officers, and all other notices required by law or by these By-Laws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person hereunto directed by the President, or by the Officers, or members, upon whose requisition the meeting is called as provided in these By-Laws. He/she shall record all of the proceedings of the meetings of the corporation and of the Officers to be kept for that purpose, and shall perform such other duties as may be assigned to him/her by the other Officers or by the President. He/she shall have custody of the seal of the corporation and shall affix the same to all instruments requiring it, when authorized by the Officers or the President, and attest the same.

**SECTION 7. LIABILITY OF THE BOARD OF DIRECTORS.** The Directors shall not be liable to the Members for any mistake of judgement, negligence, or otherwise, except for their own individual willful misconduct or bad faith. This provision shall also apply to each and every Officer of the Association.

**SECTION 8 . AUDIT OF BOOKS.** The Officers shall direct that a yearly audit of the books be done.

## ARTICLE V - MISCELLANEOUS

**SECTION 1. HOMEOWNERS RECORD DATE.** In order that the corporation may determine the homeowners entitled to notice of or to vote at any meeting of the homeowners or any adjournment thereof, or to express consent to corporation action in writing without a meeting, or for the purpose of any other lawful action, the Officers may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, or more than sixty (60) days prior to any other action. A determination of homeowners of record entitled to notice of or to vote at a meeting of homeowners shall apply to any adjournment of the meeting; provided, however, that the Officers may fix a new record date for the adjourned meeting.

## **APPROVED REVISIONS, 09/17/18**

**SECTION 2. SEAL.** The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words, "CORPORATE SEAL DELAWARE". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**SECTION 3. FISCAL YEAR.** The fiscal year of the corporation shall be determined by resolution of the Officers.

**SECTION 4. CHECKS.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by two (2) Officers of the Association, neither of which shall be the recipient of the funds thus disbursed, and in such manner as shall be determined from time to time by resolution of the Officers.

**SECTION 5. NOTICE AND WAIVER OF NOTICE.** Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage pre-paid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given the day of such mailing. Other delivery systems, such as hand delivered newsletters and/or flyers, e-mails to members who have agreed to receive such a general message posted on the community message board, and/or designated social media also constitutes proper notification. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**SECTION 6. AUTHORITY OF THE CORPORATION.** This corporation is the association provided for in The Declaration of Covenants, Conditions and Restrictions for the Wynn Wood subdivision, recorded in the office for the Recorder of Deeds in and for Kent County in Deed Book\_\_\_\_\_, Page\_\_\_\_\_, and all amendments thereto.

**SECTION 7. PROVISIONS, POWERS, OBLIGATIONS.** The provisions, powers and obligations provided for in the Declaration of Covenants, Conditions and Restrictions for Wynn Wood, recorded in the office for the Recorder of Deeds in and for Kent County, Delaware, in Deed Book\_\_\_\_\_, Page\_\_\_\_\_, and all amendments thereto, in so far as they pertain to this Association are incorporated herein by specific reference thereto.

### **ARTICLE VI - AMENDMENTS**

These By-Laws may be altered or repealed at any annual meeting of the members or at any special meeting thereof if notice of the proposed alteration or repeal be contained in the notice of such special meeting. The By-Laws may be altered or repealed by the affirmative vote of a majority of the members eligible to vote and in attendance or Voting by Proxy at any Regular Meeting or Special Meeting of the members, if notice of the proposed alteration or repeal be contained in the notice of such meeting.

**ARTICLE VII - MAINTENANCE OF OPEN SPACE**

**SECTION 1. OBLIGATIONS.** One of the purposes of the formation of this corporation is the maintenance of all open space, including cutting of grass, providing adequate landscaping, maintaining adequate liability insurance, and providing for proper and continuing storm water management. In connection with such activities the corporation shall by assessment of homeowners generate such funds as are required to meet its obligations and designates this area as the highest priority for expenditures by the corporation except for federal, state and local taxes and payment of insurance premiums.

Adopted on the 17<sup>th</sup> of September, 2018 A.D., WYNN WOOD HOMEOWNERS ASSOCIATION

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WITNESS:

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