

Mariners Cove Homeowners Association

By-Laws

Article 1

Name and Location

The of the corporation is Mariners Cover Homeowners Association, hereinafter referred to as the Association

The principal office of the association is located at the home of the acting President of the Association, but meetings of members and directors may be held at places designated by the Board of Directors within the state of Delaware, Sussex County, where the manufactured home community is located. Mailing address is Box J-7, Long Neck, Delaware 19966.

The name and address of the Associations' registered agent in the state of Delaware is as set forth in the Certificate of Incorporation.

Article II

Corporate Seal

The corporate seal shall have inscribed thereon the name of the Association and the year of its incorporation.

Article III

Membership Dues

Section 1:

Only adult bona fide homeowners of Mariner's Cove, eighteen years of age or older, shall be eligible for membership. Each homeowner of each home site, as defined in the record plan of the community on tax parcel map, for as long as the owner is and remains as such, in automatically a voting member of the Association, provided they have paid the current annal dues required for membership. At all meetings of the Association, the owner or owners of each member-household area are entitled collectively to cast the vote provided by the Certificate of Incorporation for the Association and in these bylaws. The voter or vote may be cast in person or by proxy. The owner or owners of each member-household are collectively entitled to one vote (1)

on all matters. If more than one holds interest in a home, all persons holding an interest are members of the Association, and the vote for the home will be exercised as they among themselves determine; but in no event may more than one vote be cast with respect to the home.

Section 2:

Each member-household in Mariner's Cove shall pay the same amount of dues to the Association regardless of the number of residents in the household.

Section 3:

The period covered for dues is January 1st through December 31st of each calendar year. A membership is not transferable to new tenants. Current dues are \$20.00 per member household. Dues may be increased upon the Board of Directors' recommendation.

Section 4:

Dues shall be payable by mail or in person to the Membership Chairperson. For the convenience of members, dues may also be collected by any member of the Board of Directors or membership committee. Payment by check is recommended while cash or money orders are also acceptable. Checks and money orders should be written to the Mariners Cove Homeowners Association.

Article IV

Meeting of Members

Section 1:

The members of the Association shall meet at least once each year, which means a period of 12 consecutive months, at a time and place established by the Directors, for the purpose of nominations and elections of board members, replacements thereto, and conducting other business that may be come before the meeting. Members of the Board of Directors must be members of the Association. Nominations may be by proxy received by the Board of Directors prior to the election of the Directors and may also be made at the meeting. A list of nominations, including the offices of which the nominee is interested in, shall be prepared by the Board of Directors. The Board of Directors shall oversee the elections. A Director shall remain in office until his or her replacement is elected. Elections shall be by ballot or by majority of members attending the meeting.

Section 2:

Notice of meetings. Written notice of each meeting of the members of the Association must be given by, or in the direction of the secretary or the person authorized to call a meeting. Notice must be mailed or posted 14 days (about 2 weeks) before the meeting to each member entitled to vote at the meeting; the notice shall specify the place, day, and hour of the meeting and in the case of a special meeting, the purpose of the meeting. No change in the time or place of a meeting for the election of Directors, as fixed by these Bylaws, may be made within 14 days (about 2 weeks) immediately before the day on which the election is to be held. In case of any change in the time or place for an election of Directors, notice must be given in person to each member entitled to vote, or be mailed, emailed to the members at least 7 days before the election is held.

Section 3:

General meeting. Meetings shall be held on the second Saturday of each month with a minimum of 3 meetings a year including the Annual meeting, except as the otherwise specified herein. Each member-household shall be advised of the place, date, time, and agenda of any special meeting, by written notice, at least one week in advance. A flyer, email or posting on the community bulletin board will be considered written notice. Any resident of Mariners Cove is welcome to all meetings. However, to encourage membership in the Association and to reduce lengthy discussions, non-members may only speak at the request of or by approval of the President.

Section 4:

Annual meeting. The August meeting shall be considered at the Annual Meeting for purposes of elections and reports. Board members elected at this meeting will take office at the September meeting. Nominations will first open at least 30 days prior to the Annual meeting.

Section 5:

Regular meetings. After each annual election of Directors, the newly elected Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business, a place and time fixed by the members at the annual meeting. If a majority of the Directors are present at that place and time, no prior notice of the meeting is required to be given to the Directors.

Section 6:

Special meetings. Special meetings of the members may be called at any time by the President, on 7 days' notice in writing or on 3 days' notice by telephone/email to each Director and shall be called by the President in like manner on the written request of the

two (2) Directors. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice until quorum is secured.

Section 7:

Board of Directors' meetings. The Board of Directors shall hold at least six (6) meetings each year. All Board meetings shall be open to any member of the Association. Non-Board members may only speak at the request or approval of the President. Meetings of the Board of Directors shall be called by the President.

Article V

Board of Directors: Selection, Term of Office

Section 1:

Number. The property of business of the Association shall be managed and controlled by its Board of Directors, consisting of five (5) or more Directors, not to exceed nine (9). The Board of Directors must be members of the Association.

Section 2:

Board of Directors. The Board of Directors shall consist of up to nine (9) members, each serving for two years, four (4) members to be elected one year and five members during the alternating year. Officers to the Board of Directors shall be elected by the Board at the first meeting after the election. The sitting Secretary shall conduct this election. The Secretary will then be excused, if not, a member of the Board for the coming year. Officers to be elected are: President, Vice-President, Secretary and Treasurer. Only Association members shall be eligible for election or appointment to the Board.

Section 3:

Compensation. A Director may not receive compensation for any services rendered to the Association. However, a director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 4:

Action taken with a meeting. Directors have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved has the same effect as though it had been taken at a meeting of the Directors.

Removal. Any Director may be removed from the Board, with or without cause, by a majority of the members of the Association. In the event of a death, resignation, or

removal of a Director, a successor shall be selected by the remaining members of the Board, though less than quorum, by majority vote, and shall serve for the remainder of the unexpired term of the Directors predecessor.

Section 6:

Vacancy. A vacancy in the office of the President shall be filled by the Vice-President. A vacancy occurring in any other office of the Executive Board shall be filled by an election of the sitting Board. The President, with the approval of the Board, shall appoint a replacement to fill a vacancy for the balance of the current year. If a second year remains on the term of the vacancy, it will be filled in the next general election. No person shall hold more than one office on the Board of Directors at the same time.

Section 7:

Expenditure. All business of the Association involving and expenditure of one hundred (\$100.00) or more must be approved by the Board. Any expenditure over (\$500.00) must be approved by the majority of the voting members present at an open meeting.

Article VI

Powers and Duties of the Board

Section 1:

Powers. The Board of Directors has the power to:

1. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by provision of these Bylaws or the Certificate of Incorporation.
2. Declare the office of a member of the Board of Directors to be vacated if a member is absent from three (3) consecutive regular meetings of the Board of Directors.
3. Employ a manager, an independent contractor, or other person as the Board considers necessary, and prescribe their duties and responsibilities.
4. Close the membership rolls of the Association for a period of not exceeding fifteen (15) days preceding the date of any meeting of members.
5. Purchase items for the community on behalf of the homeowners.

Section 2:

Duties. The Board of Directors has the duty to:

1. Cause to be kept a complete record of its acts and corporate affairs, and to present a statement of its acts and corporate affairs to the members at the annual meeting of the members or at any special meeting when the statement is requested in writing five (5) or more members of the Association.
2. Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed.
3. Procure and maintain adequate liability and other insurance considered necessary or desirable in connection with services to be performed by the Association under these Bylaws.
4. Cause all, officers, employees, or independent contractors having fiscal responsibilities to be bonded, as the Board considers appropriate.
5. Perform other duties as provided by these Bylaws.

Article VII

Committees

The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate committees that the Board considers necessary or desirable. Each committee shall consist of one (1) or more Directors and other members of the Association as designated by the Board of Directors in the resolution. Committees shall meet at stated times or on notice to all by any of their own number. They shall adopt their own rules of procedure. A majority of committee members shall constitute a quorum: the affirmative vote of the majority of whole committee is necessary in every case. A committee has and may exercise the powers of the Board of Directors to the resolution that it establishes.

The standing committee of the Association shall be Auditing. Membership and Social and other committees as the Board of Directors may deem necessary. These duties and responsibilities for such committee follow.

Section 1:

Auditing Committee

Each year the President shall appoint, with the approval of the Board of Directors, an Auditing Committee from among the members of the Association, consisting of at least three (3) members who are not officers of the Association for the purpose of auditing the

financial records of the Association. The committee shall conduct such audits at least annually in January of each year, and such other times as deemed necessary by the Executive Board. A report of the Auditing Committee shall be presented to the Annual Meeting of the Association.

Section 2:

Membership Committee

The Membership Committee shall be appointed by the President, with the approval of the Board of Directors and consists of a minimum of seven (7) members, one from each staff if possible. The Chairperson of this Committee will conduct a yearly membership drive to encourage all tenants to participate as members of the Associations. The Chairperson will report on progress and total memberships at each meeting.

Section 3:

Activities and Social Committee

The Nominating Committee shall consist of three (3) members of the Association, appointed by the President in May, the approval of the Board of Directors. This committee will nominate the slate of four (4) members for one year and 5 members in the next consecutive year for the Board of Directors at the June meeting when nominations are opened.

Article VIII

Officers of the Association

The officers of the Association are a president, vice-president, secretary, a treasurer, and five (5) members will be the Directors of the Board. The president and the vice president must be chosen from among the Directors. The officers of the Association hold office until their successors are chosen and qualify in their stead. An officer chosen or appointed by the Board of Directors may be removed with or without cause at any time by affirmative vote of majority of whole Board of Directors. If the office of an officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote by the majority of the whole Board of Directors.

Section 1:

Duties of the President. The president is the chief executive officer of the Association. The President has the duty to preside at all meeting of the members and the

Directors: to have general and active management of the business of the Association: to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all agreements and other instruments in the name of the Association and to affix the corporate seal there to when authorized by the Board of Directors.

The President oversees the general supervision and direction of the others in the Association to ensure that their duties are properly performed. The President shall submit a report of the operations of the Association for the year to the Directors at the meeting next preceding the annual meeting of the members and to the members at their annual meeting.

The President is an ex-officio member of all committees and has the general duties and power of supervision and management usually vested in the office of the president of a corporation.

Section 2:

Vice President. The Vice President in the order designated by the Board of Directors is vested with all the powers and is required to perform all the duties of the President in the President's absence or disability and shall perform other duties that may be prescribed by the Board of Directors.

Section 3:

President Pro Tempore. In the absence or disability of the President and the Vice President, the Board may appoint from their own number a president pro tempore.

Section 4:

Secretary. The Secretary shall attend all meetings of the Association, the Board of Directors, and all committee meetings. The Secretary acts as clerk of these meetings and shall record all the proceedings of the meetings. The Secretary shall give proper notice of all meetings of members and Directors and shall perform other duties that are assigned to the Secretary by the President or the Board of Directors.

Section 5:

Treasurer. The Treasurer has custody of the funds and securities of the Association, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association in the depositories designated by the Board of Directors.

The Treasurer shall disburse the funds of the Association as may be required by the Board of Directors or President, taking proper vouchers for these disbursements and

shall render to the President and Directors whenever they may require it, an account of all the Treasurer's transactions as Treasurer and of the financial conditions of the Association; and at the regular meeting of the Board next preceding the annual members meeting, a like report for the preceding year.

The Treasurer shall keep an account of the records in the manner and subject to whatever regulations that the Board may prescribe. In case of the Treasurers death, resignation, or removal from office, all books, papers, vouchers, money, and other property of whatever kind in the Treasurers possession and belonging to the association be turned over to the President.

Section 6:

Delegation of Duties. In case of the absence or disability of any officer of the Association or for any reason considered sufficient by the majority of the Board of Directors, the Board may temporarily delegate the officers' powers or duties to any other officer or to any other Director.

Article IX

Books and Records

The books, records and papers of the Association are always, during the reasonable business hours of, subject to inspection by any member. The Certificate of Incorporation and Bylaws of the Association are available for inspection by any member of the Association. Copies may be purchased at a reasonable cost, to be determined by the Board of Directors, to defray the expenses of the copying and administrative costs, but not to exceed ten dollars (\$10.00) for both documents.

Article X

Association Payments

All checks, drafts, or orders for the payment of money must be signed by the President and the Treasurer or by such officers as the Board may approve.

Article XI

Members of Record

The Association is entitled to treat the title holder or holders of record of any home as members in fact of the Association, and accordingly are not bound to recognize any equitable or other claim to or interests in such home or membership on the part of any other person, whether or not it has express or other notice thereof, save as expressly provide by the laws of Delaware.

Article XII

Fiscal Year

The fiscal year of the Association begins on January of each year.

Article XIII

Order of Business

Regular meetings shall proceed in the following order:

1. Call to order by the President
2. Pledge of allegiance
3. The secretary reads the minutes from the previous meeting.
4. Treasurer's report
5. Presidents report
6. Vice Presidents report
7. Report of the Committees
8. Unfinished and old business
9. New business, (Nominations and election of the Board of Members at the Annual Meeting)
10. Adjournment
11. Guest speakers or others desiring to address the Association will be scheduled as appropriate.

Article XIV

Parliamentary Authority

The rules contained in the Roberts Rules of Order shall govern the Association. Robert's Rules of Order is the standard guide for conducting efficient, democratic meetings, ensuring fair participation, and protecting the rights of all members. Roberts Rules of Order balances majority rule with minority rights, focusing on orderly, one-at-a-time debate. Key principles include allowing everyone to speak once before repeaters, requiring a quorum, and maintaining impartiality.

Key Principles and Procedures:

1. Purpose: Promotes harmony and ensures all members have equal rights to participate.
2. One Subject at a Time: Only one main motion is considered at a time.
Recognition: Members must be recognized by the chair before speaking.
3. Motions: A motion requires a second to be considered; it is then debated, amended if necessary, and voted on.
4. Voting: A majority decides most questions, though two-thirds is required to restrict rights (e.g., cutting off debate).
5. Silence: Silence implies consent.

Article XV

Amendments

Section 1:

These bylaws may be amended, altered or repealed by vote of two thirds 2/3 of the voting members present at the meeting specifically called for such a purpose, providing that written notice of such proposed action shall have been given to each member-household not less than two (2) weeks or more than thirty (30) days prior to voting thereon.

Article XVI

Incorporated by Reference

All the terms, conditions, matters, and information contained and more fully set forth in the Certificate of Incorporation, and the Bylaws are incorporated by reference.

