

**BY-LAWS***Wynthorpe***OF****BELWOODE MAINTENANCE CORPORATION****1. OFFICES:**

The principal office of the Corporation shall be at One South Old Baltimore Pike, Newark, New Castle County, DE, 19702.

The Corporation may also have an office or offices at such other places as the Board of Directors may from time to time designate.

**2. CORPORATE SEAL:**

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

**3. MEETINGS OF MEMBERS:**

Once annual meetings are to be held as provided in the Certificate of Incorporation, the annual meeting of members for the election of Directors shall be held during the month of January of each year, at which meeting they shall elect by ballot by, plurality vote, a Board of Directors and may transact such other business as may come before the meeting.

Special meetings of the members may be called at any time by the President and shall be called by the President or Secretary on the request in writing or by vote of a majority of the Directors or at the request in writing of a majority of members in the Corporation.

All meetings of the members for the election of Directors shall be held at such place or places in New Castle 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 waiver of notice thereof.

No change in the time or place of a meeting for the election of directors, as fixed by these By-laws, shall be made within ten (10) days next before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each member entitled to vote in person, or mailed to his/her last known post office address, at least ten (10) days before the election is held.

A complete list of members entitled to vote, arranged in alphabetical order, shall be prepared by the Secretary and shall be open to the examination of any member at the place of election, for ten (10) days prior thereto, and during the whole term of the election.

Each member entitled to vote shall, at every meeting of the members, be entitled to vote in person or by proxy, signed by him/her, but no proxy shall be voted after one (1) year from its date, unless it provides for a longer period. Such right to vote shall be subject to the right of the Board of Directors to close the transfer books or to fix a record date for voting members as hereinafter provided and if the Directors shall not have exercised such right, no vote shall be cast at any election of Directors who shall have accepted membership in the Corporation within twenty (20) days of such election. Only those votes provided for in Section 17 below shall be cast with respect to each parcel in the <sup>Wynthorpe</sup> Belwoode Subdivision. In the event that members who hold joint title to any parcel attempt to cast the vote for such parcel in conflicting ways, they shall be regarded as having waived their right to vote on the matter as to which such attempt was made.

Notice of all meetings shall be mailed or hand delivered by the Secretary or the Secretary's assistant to each member of record entitled to vote, at his or her last known past address, for annual meetings ten (10) days, and for special meetings five (5) days, prior thereto.

A majority of the members entitled to vote shall constitute a quorum (counting one member for each parcel regardless of the number of persons holding title to such parcel), but any smaller number of members may adjourn from time to time without further notice until a quorum is secured.

#### 4. DIRECTORS:

The property and business of the Corporation shall be managed and controlled by its Board of Directors, consisting of two (2) or more Directors, not to exceed six (6). Directors must be members of the Corporation or officers, partners or employees of members of the Corporation.

Except for the Directors appointed by the incorporator, or their replacements, prior to the first annual meeting, all as provided in the Certificate of Incorporation, Directors shall be elected at each annual meeting for a one-year term. The Directors shall hold office until the next annual election or until their successors are elected and qualify. They shall be elected by the members, 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 a majority vote of the remaining Directors, though less than a quorum.

#### 5. POWER OF DIRECTORS:

The Board of Directors shall have such general and specific powers as are conferred upon corporations by the General Corporation Law of the State of Delaware, as amended from time

to time, subject only to the provisions of the statutes, Certificate of Incorporation, and these By-laws, which may restrict or deny such powers.

## 6. MEETING OF DIRECTORS:

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 place and time as shall be fixed by the members 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 place and time of such meeting may also be fixed by written consent of the Directors.

Meetings of the Directors may be called by the President on five (5) days notice in writing or on two (2) days notice by telephone to each Director and shall be called by the President in like manner on the written request of two Directors. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

## 7. EXECUTIVE AND OTHER COMMITTEES:

The Board of Directors may, by resolutions Passed by a majority of the whole Board, designate an Executive Committee and one or more other committees each to consist of two or more of the Directors of the Corporation.

The Executive Committee shall not have authority to make, alter or amend the By-laws, but shall exercise all other powers of the Board of Directors between the meetings of said Board, except the power to fill vacancies in their own membership, which vacancies shall be filled by the Board of Directors.

The Executive Committee and such other committees shall meet at stated times or on notice of all by any or their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case.

Such other committees shall have and may exercise the powers of the Board of Directors to the extent as provided in such resolution or resolutions.

#### 8. OFFICERS OF THE CORPORATION:

The officers of the Corporation shall be a president, one or more Vice Presidents, Secretary, 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.

The officers of the Corporation shall hold office until their successors are chosen and qualify 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.

#### 9. DUTIES OF THE PRESIDENT:

The President shall be the chief executive officer of the Corporation. It shall be his duty to preside at all meetings of the members and Directors; to have general and active management of the business and the Corporation; 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 Corporation; and to affix the corporate seal thereto when authorized by the Board of Directors or the Executive Committee.

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

He shall report concerning the operations of the Corporation for the year to the Directors and the members at the annual meeting of the members.

He shall be *ex-officio* a member of all standing committees and shall have the general duties and powers of supervision and management usually vested in the office of the President of a Corporation.

10. VICE PRESIDENT:

The Vice President or Vice Presidents, in the order designated by the Board of Directors, shall be vested with all powers and 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.

11. PRESIDENT PRO TEM:

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

12. SECRETARY:

The Secretary shall attend all meetings of the Corporation, the Board of Directors, the Executive Committee and standing committees. He shall act as clerk thereof and shall record all of the proceedings of the 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 or the Board of Directors.

13. TREASURER:

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 monies 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.

He shall disburse the funds of the Corporation as may be ordered by the Board, Executive Committee or President, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Corporation, and at the annual members' meeting a like report for the preceding year.

He shall keep an account of the members of record in such manner and subject to such regulations as the Board of Directors prescribe.

He shall give the Corporation a bond, if required by the Board of Directors, in such sum and in form and 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 in his possession belonging to the Corporation. Such bond and security shall, if required, be provided at the Corporation's expense. He shall perform such other duties as the Board of Directors or Executive Committee may from time to time prescribe or require.

14. DUTIES OF OFFICERS MAY BE DELEGATED:

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.

15. CLOSING OF TRANSFER BOOKS:

The Board of Directors shall have the power to close the membership transfer books of the Corporation for a period not exceeding twenty (20) days preceding the date of any meeting of members.

16. MEMBERS OF RECORD:

*Wynthorpe* The Corporation shall be entitled to treat the title holders of record of any lot in the ~~Belwoode~~ Subdivision as members in fact of the Corporation, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such lots or memberships on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware. *Wynthorpe*

If any lot of the ~~Belwoode~~ Subdivision is held jointly or in common, the owners of each such interest shall, at the time of the purchase of said lot, designate to the Corporation one address to which all notices to joint or common owners shall be sent.

17. VOTING RIGHTS:

The number of votes of each member shall be as set forth in the Certificate of Incorporation.



18. FISCAL YEAR:

The fiscal year of the Corporation shall begin on the first day of January of each year.

19. ASSESSMENTS:

All snow removal, maintenance, repair, replacement, insurance, utility and other property assessments, if any, shall be established annually by majority vote of the Directors. The initial assessment shall be calculated per annum at a rate to be determined. The initial and all subsequent assessments shall be apportioned in equal shares among, and assessed against, each of the lots of the <sup>Wynthorpe</sup> Belwoode Subdivision. The Board of Directors may, by majority vote, authorize the Treasurer to grant discounts of a specified and uniform amount on assessments paid prior to the due date therefor. All assessments shall be due on February 1st of each year for the year then beginning. The extent that the assessments levied and collected exceed expenses for the year as to which the assessments were made, the excess shall be held by the Corporation in trust for the Corporation's members, for the purpose of maintaining the private open spaces in the <sup>Wynthorpe</sup> Belwoode Subdivision and other purposes as set forth in the Certificate of Incorporation and the Maintenance Declaration as recorded in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware, as the same may be amended and supplemented from time to time or expressly in any other declaration or agreement hereinafter. No such funds shall belong to or be regarded as the property of the Corporation, but it shall be empowered to expend and disburse the trust fund for the purposes set forth in the Certificate of Incorporation of the Corporation and for the benefit of its members. No member shall be entitled to withdraw any trust funds, whether on demand, or upon ceasing to own any lot in the <sup>Wynthorpe</sup> Belwoode Subdivision or otherwise unless the Corporation is directed to dissolve the trust by unanimous vote of all members.

In addition to the annual assessments authorized by this Section 19 and by the Certificate of Incorporation of the Corporation, the Board of Directors may levy, in any assessment year, a special assessment, applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction, or unexpected repair or replacement of a capital improvement upon the Belwoode Subdivision, or for other lawful purposes, provided that any such special assessment shall be apportioned in the same manner as a regular assessment and shall receive the assent of two-thirds (2/3) of all of the votes eligible to be cast by all of the Class A members and the assent of the entire class B membership, at a meeting duly called for this purpose, written notice of which shall be sent to all members at least five (5) days in advance and which notice shall set for the purpose of the meeting. The due date(s) of any special assessment, or any instalment(s) thereof, shall be fixed in the resolution authorizing such special assessment.

#### 20. PAYMENTS:

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

#### 21. BOOKS AND RECORDS:

The books, records and accounts 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 these By-laws or by resolution of the Board of Directors.

## 22. NOTICES:

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 post office or letter box, in a post-paid 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.

## 23. AMENDMENT:

These By-laws may be amended, altered, repealed or added to at any regular meeting of the members or at any special meeting called for that purpose, by affirmative vote of two-thirds (2/3) of the allowable votes of the members of record; provided, however, that no amendment may  
be made to the method for calculation of assessments set forth in Section 19 without the prior written consent of any and all members affected by such an amendment; and provided, however, that no amendment may be made without the consent of the entire Class B membership.

## 24. ACTION BY UNANIMOUS RESOLUTION:

Notwithstanding any provision herebefore to the contrary, the written unanimous resolution of the Board of Directors, dated and signed, shall constitute the effective act of the Corporation as of such date without the necessity of prior notice or formal meeting; and such resolution shall in itself constitute a duly executed waiver of prior notice for a meeting to consider the matter(s) thereby decided. Pursuant to this paragraph 24 the Board of Directors may, by written

unanimous resolution cause the Corporation to enter into an agreement to merge the Corporation into the <sup>Wynthorpe</sup> Belwoode Maintenance Association (the "Association"). The said agreement to merge may be entered into at any time; provided, however, that the actual merger, if any, shall take place upon conveyance of ninety percent (90%) of the lots within <sup>Wynthorpe</sup> Belwoode Subdivision.

## 25. RULES AND REGULATIONS:

Upon written unanimous resolution, the Board of Directors may from time to time promulgate and enforce such rules and regulations as the Board of Directors, in its sole discretion, deem necessary.

## 26. INDEMNIFICATIONS:

### Section 1. Right to Indemnifications:

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she or a person for whom he or she is the legal representative is or was a director or officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees,

judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer of the Corporation in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this section or otherwise.

#### Section 2. Right of Claimant to Bring Suit:

If a claim under Section 1 is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of

Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

**Section 3. Non-Exclusivity of Rights:**

The rights conferred by Sections 1 and 2 shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of members or disinterested directors or otherwise.

**Section 4. Insurance:**

The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

**27. PARKLAND:**

Parkland (as defined in 9 Del.C. §8109(a)(2)) shall be used in accordance with the provisions of 9 Del.C. §8109.