

BY-LAWS OF  
GLASGOW PINES MAINTENANCE ASSOCIATION

I. NAME AND LOCATION. The name of the Corporation is GLASGOW PINES MAINTENANCE ASSOCIATION, hereinafter referred to as the "Association." The principal office of the Corporation shall be on file with the Delaware Secretary of State. Meetings of members and directors may be held at such places within the State of Delaware, County of New Castle as may be designated by the Board of Directors.

II. DEFINITIONS.

Section 1. "Association" shall mean and refer to Glasgow Pines Maintenance Association, its successors and assigns.

Section 2. "Lots" shall mean and refer to all of the building lots shown on the plan of Glasgow Pines, a Diversified Planned Unit Development, recorded in the office of the Recorder of Deeds, in and for New Castle County, Delaware, in Microfilm No. 2384, and as more fully set forth in the Glasgow Pines Agreement and Declaration, by L G & M Corp., a Delaware corporation.

Section 3. "Common Areas" shall mean and refer to the common facilities **and** "private open space" as shown on the aforesaid plan of Glasgow Pines, and as **more** fully set forth in the Glasgow Pines Agreement and Declaration.

Section 4. "Declarant" shall mean and refer to L G & M Corp., a Delaware corporation, its successors and assigns.

Section 5. "Declaration" shall mean and refer to the Glasgow Pines Agreement and Declaration by L G & M Corp., a Delaware corporation, dated March 17, 1975, and of record in the Office of the Recorder of Deeds, in and for New Castle County, Delaware, in Deed Record G, Volume 90, page 420, as amended.

Section 6. "Member" shall mean and refer to every person or entity who holds membership under the Declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or

more persons or entities, of the fee simple title to any lot which is subject to the Declaration, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Voting Rights" shall mean and refer to the rights of members to vote under the Declaration.

### III. MEMBERSHIP.

Section 1. The membership shall include every owner of any lot upon which there is a house or townhouse which is subject to the Declaration. The foregoing is not intended to include those who hold their property interest merely as security for the fulfillment of an obligation. Membership shall be appurtenant to and may not be separated from ownership or tenancy of the lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for membership. *See Article III of Declaration*

Section 2. *Suspension of membership rights.* During any period for which any assessment against a member's lot shall remain unpaid, such member's voting rights and rights to use and enjoyment of the private open space shall be automatically suspended until full payment is received by the Association.

### IV. PROPERTY RIGHTS

Section 1. Each member who is not in default of payment shall be entitled to the use and enjoyment of the common open space.

### V. BOARD OF DIRECTORS

Section 1. *Number.* The affairs of the Association shall be managed by a Board of seven (7) Directors, who shall also be the Officers of the Association. These Officers shall be a President, Vice President, Secretary, Treasurer, and three (3) members at large. The member at large elected in the even-numbered year shall be responsible

as the Chairman of the maintenance committee. These directors are required to be members of the Association who have been current in their assessment payments for one (1) year, and who remain current in their assessment payments during their term of office.

Section 2. Election. The President, Treasurer, and one Director at-large shall be elected in even-numbered years. The Secretary, Vice - President, and two Directors at-large shall be elected in odd-numbered years. All terms shall be for two years.

- A. All elections will take place by secret ballot.
- B. Officers shall accept office January 1st (subject to section 3, below).
- C. If there are offices for which candidates are unopposed, the Secretary will cast a single vote for election of the candidate.

Section 3. Removal. Any Director may be removed, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor may be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.)

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action taken without a meeting. The Directors shall 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 shall have the same effect as though taken at a meeting of the Directors.

## VI. MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then

the meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the President, or by any two (2) other Directors, after not less than three (3) days notice to each Director.

Section 3. *Quorum.* A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

## VII. NOMINATION AND ELECTION OF DIRECTORS.

Section 1. *Nominating Committee.* Nomination for election to the Board of Directors shall be by a nominating committee. Nominations may also be made from the floor at the Board's October meeting. The nominating committee shall be headed by a Chairman, who may be a member of the Board of Directors or a member of the Association. The nominating committee shall be appointed to serve for one year.

Section 2. *Rejection of nomination.* If the nominating committee rejects a nomination, the rejected individual shall have the opportunity to petition the Board. If such person fulfills the requirements for petitioning, his name shall be placed on the ballot and he shall be eligible to be elected to office. Such individual must state his intention to petition at the same meeting where his nomination is denied. If he does so, the annual election will be postponed from November until December. The rejected individual must have the petition completed and in the Boards' possession at least seven (7) days prior to the November meeting. The petition must contain the names and signatures representing fifty (50) votes, their addresses, and the date of signing. It shall be the responsibility of the Board to provide the rejected individual with a blank petition. Names that are illegible on the petition will not be counted.

Section 3. *Petition Process.* The Petition of the rejected individual will be mailed by certified mail, with return receipt, to a person appointed by the Board, who shall be the President, Secretary or other designated agent. The Petition must be received by the designated person at least seven (7) days before the November meeting. The Petitioner's name shall be placed on the ballot automatically if the following happens:

1. The Petition is delivered timely, but the designated person fails to claim it before the end of the deadline.
2. The Board fails to act on the Petition at the November meeting.

#### VIII. POWERS AND DUTIES OF BOARD OF DIRECTORS AND OFFICERS

Section 1. *Powers.* The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the common areas;
- (b) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these by-laws, the Certificate of Incorporation, or the Declaration;
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. *Duties.* It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at a special meeting when such statement is requested by one-fourth of the members;
- (b) Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;

- (c) Fix the annual assessment in an amount not in excess of the amount allowed in Agreement and Declaration, provided, however, that the annual assessment to the fullest extent possible shall be sufficient to meet the estimated or projected cost of maintaining, repairing, and operating the Private Open Space and the Recreation Area, including reserves therefor.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that such an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate;
- (g) Cause the common areas to be maintained, repaired, replaced, and improved, as necessary.
- (h) Cause the financial records to be internally audited semi-annually.

Section 3. *Powers and Duties of Officers.*

A. President:

1. Is the Chief Executive Officer of the Association. He/She shall, with the advice and consent of the Board of Directors (hereinafter referred to as the "Board") and membership exercise general supervision over the Association's affairs during his/her tenure in office;
2. Shall preside at all Board meetings to ensure that the meetings are conducted in a business-like manner;
3. Shall serve as an ex officio member of all committees;
4. Shall have the power to consult legal counsel on behalf of the

Association within budget and/or with Board approval.

5. Shall maintain liaison with other community organizations;
6. Shall, when necessary, call a special board meeting.
7. Shall be responsible for public relations;
8. Shall ensure financial records are internally audited semi-annually;
9. Shall appoint persons to vacant offices or chairmanships, with confirmation by a majority of the Board of Directors;
10. Shall assume the duties of any committee chair when the chair becomes vacant or inactive, until a replacement is appointed;
11. Shall temporarily remove from a committee (but not from the Board) any chairman for due cause, pending review by the Board.

B. VICE-PRESIDENT.

1. Shall assume all duties of the President in his/her absence, disability or refusal to act. Shall be, in such cases, vested with all powers of the president;
2. Shall, at the direction of the President, assist with the duties of any Board member when said Board member is absent, disabled, or refuses to act.
3. Shall assist in other matters the President may deem necessary.

C. SECRETARY.

1. Shall keep accurate minutes of all Board and annual membership meetings, and make available to all Board members copies of monthly minutes;
2. Shall be custodian of all records. At the expiration of term of office, shall turn over all records to the President or successor within seven days;
3. Shall prepare meeting agenda, if any, with President approval;
4. Shall handle all administrative correspondence with all

correspondence being coordinated with the Board. Each member of the Board is authorized to approve outgoing correspondence within their area of responsibility;

5. Shall ensure that all pertinent records are at meetings that Secretary is unable to attend.

D. TREASURER.

1. Shall have custody of and responsibility for all monies and securities;
2. Shall promptly deposit all monies and securities to designated accounts;
3. Shall keep accurate and complete records, and ensure that all expenditures have been allocated in minutes of meeting and are properly evidenced by a receipt. Shall make available copies of financial records to all Board members;

E. MEMBERS AT LARGE.

1. There shall be three Members at Large. One shall, if elected in an even-numbered year, chair the maintenance committee. Other Members at Large may be assigned duties by the Board.

IX. COMMITTEES.

The Board of Directors shall approve all committees and chairpersons. Certain committees shall be standing committees, and other shall be temporary committees. The Board may also appoint special committees as deemed necessary.

Section 1. General Committee Procedure. When a committee has been appointed, its chairman (or first named member temporarily acting) should call it together. If its chairman fails to call a meeting, the committee must meet on the call of any two of its members. The quorum in a committee is a majority of its membership unless the Board has prescribed a different quorum.

In small committees the chairman usually acts as secretary, but in large ones

and many standing committees, a secretary may be chosen to keep a brief memorandum in the nature of minutes of use of the committee.

When a committee is to make substantive recommendations or decisions on an important matter, it should give members of the Association an opportunity to appear before it and present their views on the subject at a time scheduled by the committee. Such a meeting is usually called a *hearing*. During actual deliberations of the committee, only committee members have the right to be present.

When a special committee has finished with the business assigned to it, a motion is made for the committee to "rise" - which is equivalent to the motion to adjourn without day and for the chairman or some other member to make its report to the Board. The motion to rise is never used in standing committees, nor in special committees until they are ready to go out of existence.

Since members of standing committees are appointed for a term corresponding to that of the officers, such a committee is generally required to report at least once a year, usually at the annual meeting, on its activities and everything referred to it during the year. When a standing committee submits such a report at the conclusion of its members' term, the *committee* is not discharged from further consideration of referred matters on which it reports partially at that time, unless the assembly so votes; thus such matters normally go over to the new committee. The members of the old committee continue their duties until their successors are chosen.

A special committee - since it is appointed for a specific purpose - continues to exist until the duty assigned to it is accomplished, unless discharged sooner; and it ceases to exist as soon as the Board receives its final report.

Section 2. The Board shall approve a nominating committee, as provided by these by-laws. In addition, the Board shall approve other committees as deemed appropriate in carrying out its purposes, such as;

- (a) A maintenance committee which is a standing committee, which shall

report to and advise the Board on all matters pertaining to the maintenance, repair, or improvement of the common areas and shall perform such other functions as the Board, in its discretion, determines; and

(b) A review committee which shall have authority to audit the financial books of the Association (the president and treasurer may not be members of this committee); and

(c) A pool committee, which is a standing committee, which shall seek bids for pool management, and act as the liaison between the pool management co. and the Board.

Section 3. Each committee may consist of only one individual. Each committee may be chaired by a member of the Board, and all committee members must be approved by the Board. If a committee is not active, then the president shall be the *de facto* chairman of the committee.

Section 4. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

X. MEETINGS OF MEMBERS.

Section 1. *Annual Meetings.* There shall be an annual meeting of the members for the purpose of electing Directors.

Section 2. *Special Meetings.* Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors, or upon the written request of the members who are entitled to vote one-fourth of all votes entitled to be cast by Article II, Section 8 of these by-laws.

Section 3. *Notice of Meetings.* Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call

the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the members' address last appearing on the books and records of the Association, or by delivering a copy of such notice to the member's house or townhouse that is subject to assessment in the DPUD of Glasgow Pines. Such notice shall specify the, date, time, and place of the meeting, and in case of special meeting, purpose.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, four of the votes authorized to be cast by Article II, Section 8 of these By-laws, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. 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 cease upon conveyance by the member of his Lot.

## XI. ASSESSMENTS.

Section 1. By the Declaration each member is deemed to covenant and agree to pay to the Association annual assessments for maintenance and improvements. The annual assessments, together with such interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest, all collection fees and costs before suit is filed, and reasonable attorney's fees shall also be the personal obligation of the person who was the record owner of the property at the time when

the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

Section 2. *Purpose of Assessments.* The assessments levied by the Association shall be used to provide for maintenance, and administration of the common facilities and "private open space" and administration and enforcement of the covenants and restrictions, and levying, collecting and disbursing of assessments and charges, as more fully set forth in the Glasgow Pines Agreement and declaration, by L G & M Corp., a Delaware corporation, dated March 17, 1975, and of record in the office of the recorder of deeds, in and for New Castle County, in Deed Record G, Volume 90, Page 420, as amended, the community facilities and "private open space" referred to in said agreement and declaration are shown on the Plan of Glasgow Pines, a Diversified Planned Unit Development, recorded in the office aforesaid, in Microfilm No. 2384.

Section 3. *Uniform Rate.* Assessments must be fixed at a uniform rate for all lots and will be collected on a yearly basis.

Section 4. *Due Dates.* The Board of Directors shall cause to be mailed an invoice for the annual assessment at least 30 days in advance of the due date. Assessments may be collected on a monthly, quarterly or annual basis.

(a) The assessment period shall be on a yearly basis. All assessments are due on May 1 of each year for the assessment period beginning then and ending on April 30 of the following year.

(b) If the annual assessment will not be more than 5% greater than the previous year's assessment, the Board will notify the members by announcement at least by the March Board of Directors meeting.

(c) If the assessment will be greater than a 5% increase, the Board will call a Special Meeting of Members for the purpose of voting on the assessment, as provided by Article X, Section 3. At the Special Meeting, members may approve the assessment or reject it. If rejected, the assessment will increase 5%. Written notice of the annual assessment shall be sent to every owner subject thereto.

Section 5. *Certificates.* The Association shall upon reasonable notice, furnish a certificate in writing, signed by the Treasurer or a designee, setting forth whether the assessments on a specified lot have been paid. A reasonable charge may be made by the Board for the issuance of these Certificates. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Section 6. *Effect of non-payment of assessments: Remedies of the Association.* Any assessments which are not paid when due (May 1) shall be delinquent. If the assessment is not paid by May 15, there shall be a late fee charged against the record owner in an amount set by the Board. The Association may bring an action at law against the record owner personally obligated to pay the assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common areas or abandonment of his lot.

Section 7. *Subordination of the lien to mortgages.* The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages. Seal or transfer of any lot shall not affect the assessment lien. However, the seal or transfer of any lot which is subject to any mortgage, pursuant to a decree of foreclosure under such mortgage or any proceeding in lieu of foreclosure thereof, shall extinguish the lien of such assessments as to payments thereof which become due prior to such sale or transfer. No such sale or transfer shall relieve such lot from liability for any assessments thereafter becoming due or from the lien thereof.

## XII. BOOKS AND RECORDS.

Section 1. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable costs.

### XIII. CORPORATE SEAL.

Section 1. The Association shall have a seal in circular form having within its circumference the name of the Association.

### XIV. AMENDMENTS.

Section 1. These By-Laws may be amended by the Board at a regular Board of Directors meeting by the following procedures. There will be two readings of the proposal. Before the First Reading, two things need to be done: (1) The final proposal must be presented to the Board for approval (The Board may send the proposal to a committee for drafting); and (2) The Board must set the date of the First Reading, which must be at a regular Board Meeting. Acceptance for First Reading does not mean that the proposal is adopted.

- (a) The Board will publish the proposal for a Second Reading and give notice to members. Notice for the Second Reading will be given not less than fifteen and not more than sixty days before the Second Reading. The Second Reading will be scheduled to occur at a regular Board of Directors meeting within three months after the First Reading.
- (b) At the Second Reading, if there is no objection, the Board may adopt the proposal at its Third Reading. The Third Reading may immediately follow adjournment of the Board of Directors meeting at which the proposal had its Second Reading.
- (c) At the Second Reading, if there is an objection, the Board will schedule a Special Meeting of Members to consider the proposal. The Special Meeting will occur not less than 30 days and not more than 60 days after the Second Reading.
- (d) At the Special Meeting, the members shall consider the proposal and take action on it. No special Meeting is necessary if there was no

objection to the proposal at the Second Reading Meeting.

- (e) These Bylaws may also be amended by a petition signed by 75% of the member votes authorized by the Agreement and Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

XVI. MISCELLANEOUS.

Section 1. The fiscal year of the Association shall begin on the first day of May and end on the thirtieth day of April of any year.

Section 2. The Board informally may make changes to these Bylaws up to and including December 31, 1998 by unanimous vote of the Board. Thereafter, the amendment procedure established in these Bylaws will be followed.

I, Cynthia Douglas, Secretary of Glasgow Pines Maintenance Association hereby certify that the foregoing bylaws were duly and regularly adopted by the Board of Directors, a quorum being present, on the Date of March 9, 1998.

Dated: March 9, 1998

Attest:

Cynthia Douglas  
Secretary

D. J. Hark  
D. LaPoint  
Steven J. Wilman  
Karen Scarb

The following is a proposed amendment to the Glasgow Pines Maintenance Association By-Laws.

Article 3, Section 2 insert after payment "and any additional cost."

Article 5, Section 2 Paragraph A removing the period at the end and adding "unless C applies."

Article 7, Section 1 removing the period after the word "committee" on the second line and replacing it with "and nominating committee must recommend its nominees by no later than the October Board of Directors Meeting for boards approval."

Article 7, Section 2 inserting after "committee" but before "rejects" of the first line "or the Board of Directors".

Article 8, Section 1 Paragraph B delete the following words "the certificate of corporation, or the declaration;" and replace with "the declaration, or the certificate of corporation."

Article 16, Section 1 replacing the word "fiscal" with the word "budget".

Renaming Section 2 to "Section 3".

Adding a new section to read, "Section 2. For tax purpose the fiscal year of the association will be a calendar year."

I need a motion to accept the ammendments to the by-laws as read.

*This was Passed Dec 98*