

BARCLAY FARMS HOMEOWNERS ASSOCIATION PURPOSE

From the Letters of Incorporation

1. To Promote a sense of community within Barclay Farms by having social functions to draw the community together, promoting neighborliness and regard for one another. Encourage the membership to participate in the larger communities of the Town of Camden, Kent County and the State of Delaware.
2. To educate the residents with regards to lease agreements, and current and new regulations, laws and other information focusing on the issues pertaining to manufactured housing which would impact residents of the Town of Camden, County of Kent, and the State of Delaware.
3. To maintain property values in the community through communication with the management and others.

From Delaware law (25 Del C Sections 7026, and 7040 through 7055)

4. The Home Owners Association (Barclay Farms Homeowners Association) shall be the designated representative of those leaseholders who are members of the Barclay Farms Homeowners Association (BFHOA).... Any leaseholder not a member of the BFHOA may designate in writing their request for representation by BFHOA for the purpose of going to arbitration and/or legal action and the rent justification law.

BARCLAY FARMS HOMEOWNERS ASSOCIATION BYLAWS

Approved by membership on 1/24/2005 and amended on 9/29/2005, 12/7/2006, 9/18/2007, 3/20/2000, 3/28/2012, 3/11/2017, 12/12/2018.

ARTICLE I Membership and Voting

1.1 Eligibility

Regular membership

Each person who can prove residency in the Barclay Farms development will be granted regular membership in the BFHOA providing all dues and/or assessments of the Association are paid to date.

1.2 Special Membership

The owner(s) of each home on a leased site, as defined in the record plan of the Community on tax parcel maps, is/are and remain(s) as such, is/are automatically a Special Member of the Association for purposes of voting on matters concerning the decision to purchase the Community pursuant to the Right of First Offer (Delaware Title 25 Chapter 70 §7026).

1.3 Membership Required

All elected and appointed positions will be held by regular members of BFHOA.

1.4 Number of Votes

All members shall have one vote each in general elections. At all meetings of members, each member may vote in person, by absentee ballot or by proxy.

1.4.1 Proxy forms may be obtained at places designated by the Executive Council or the Voting Authority.

1.4.2 All proxies shall be in writing, signed and dated prior to the meeting for which it shall be used. The proxy shall contain the name and address of the person voting on your behalf on the given date of the meeting only.

1.4.3 The person holding the proxy shall then have the right to vote on all questions and matters of business that come up at that meeting unless restrictions are written on the proxy. The proxy shall be presented to the Voting Authority at the time of the meeting.

1.4.4 The Voting Authority shall retain the signed proxy forms and absentee ballots for at least two weeks should there be a challenge to the vote.

1.4.5 Absentee ballots may be obtained at places designated by the Executive Council or the Voting Authority.

1.4.6 Completed absentee ballots should be placed in a sealed envelope with the voting person's name on the outside so that the membership committee can verify the voter is a member in good standing. At this time, the ballot is removed and turned over to the Voting Authority to be tallied along with all other ballots. Only Voting Authority members shall collect ballots and tally votes, turning the total vote to the president.

ARTICLE II Non-Discrimination Policy

It is BFHOA policy that all programs, projects and activities of the Association shall be conducted without any discrimination based upon age, race, creed, color, national origin, gender, sexual preference, political affiliation or beliefs.

ARTICLE III Executive Council

3.1 Composition

The Executive Council will be made up of at least five (5) but no more than nine (9) members.

3.2 Election

The Directors of the Executive Council will be elected by a majority of the voting regular members of the September General membership meeting. Only one (1) member per household may be nominated to the Executive Council.

3.3 Terms

Terms will begin on the first day of the October immediately following the Election. Each Director will be elected for a term of three (3) years.

3.4 Term Staggering

Each Director shall serve no more than two (2) consecutive three (3) year terms, staggered so that one-third (1/3) of the Directors is elected each year.

3.5 Duty of the Executive Council

The Executive Council shall conduct the administrative business of the BFHCA based upon the Purposes stated in the Letter of Incorporation.

3.6 Meetings

The Executive Council will meet no less than once a quarter.

3.7 Quorum

A quorum of no less than two-thirds (2/3) of the members of the Executive Council must be present to vote on any issue before the Executive Council.

3.8 Forfeiture of Office

An individual will forfeit membership on the Executive Council if there are three (3) consecutive absences.

3.9 Vacancies

If a vacancy on the Executive council occurs, the remaining members of the executive council shall appoint a replacement for the remainder of the term of the vacant position.

3.10 Recall

The recall of a member of the Executive Council may be accomplished by the following procedures:

- 3.10.1 A petition by no less than twenty percent (20%) of the regular membership will be prepared stating the specific reason(s) for the requested recall.
- 3.10.2 This petition will be presented to the President. However, **if** the subject of the recall is the President, the petition may be present to ANY Director. That Director will proceed with the recall process in the place of the President.
- 3.10.3 The subject of the recall will be presented with a copy of the petition and given the option of resigning or requesting a vote on the issue by the regular membership at a Special Meeting of the Association.
- 3.10.4 If a Special Meeting is requested. It will be scheduled within ten (10) days. At the Special Meeting both sides of the issue will have an opportunity to present their case and a vote will be conducted.

ARTICLE IV Officers & Directors

No member of the Executive Council may commit the Executive Council or the membership of the BFHCA on any matter that the Executive Council member may discuss with anyone associated with Barclay Farms owners or management, elected officials or business representatives without first presenting the issue in a discussion to the Executive Council or membership vote.

4.1 President

- 4.1.1 The Executive Council will, each year, select one member to serve as President. The President shall preside over all Executive Council and Membership Meetings.
- 4.1.2 Will execute orders and resolutions of the Executive Council.
- 4.1.3 Will schedule meetings of the Executive Council.
- 4.1.4 Will represent BFHCA in all matters of interest to the Membership.
- 4.1.5 Will form necessary committees.
- 4.1.6 Will have the option of appointing Committee Chairmen, unless otherwise specified in these By-laws.
- 4.1.7 Will form the Nominating Committee and the Voting Authority in timely order.

4.2 Vice President

- 4.2.1 The Executive Council, each year, will select one member to serve as Vice President.

- 4.2.2 Will assume the duties of the President during an absence, incapacity, or recall of the President.
- 4.2.3 May co-sign all disbursement checks.
- 4.2.4 Will serve as a member of the Membership Committee.

4.3 Secretary

- 4.3.1 The Executive Council, each year, will select one member to serve as Secretary.
- 4.3.2 Will be responsible for keeping minutes of all Executive Council meetings and Meetings of the Whole.
- 4.3.3 Will be responsible for correspondence of BFHOA.
- 4.3.4 Will serve as custodian of all Association records (minutes and correspondence) and archives.
- 4.3.5 Will keep records of attendance for both Executive Council and General Membership Meetings.
- 4.3.6 Will give notice to the membership at large of all meetings and events, in a timely manner.
- 4.3.7 Will prepare and keep on file the names, addresses, and other pertinent data, on all members.
- 4.3.8 May co-sign disbursement checks.

4.4 Treasurer

- 4.4.1 The Executive Council, each year, shall select one member to serve as Treasurer.
- 4.4.2 Will be responsible for maintaining, for the BFHOA, full and accurate financial records and accounts.
- 4.4.3 Will be responsible for making disbursements of the BFHCA, and may co-sign all checks.
- 4.4.4 Will be the controller of all monies for the use of the BFHOA.
- 4.4.5 Will prepare a financial report for all General Membership Meetings.
- 4.4.6 Will present a Treasurer's report at all regularly scheduled Executive Meetings.

4.4.7 Will be a member, but not the Chairman, of the Finance Committee.

4.4.8 Will archive financial records as required by law, after which the records are to be shredded.

4.5 Directors

4.5.1 Will serve as "At Large" representatives of the community.

4.5.2 Will represent the homeowners, and interact with them to keep the Association members abreast of matters before the Executive Council, matters on which the general membership will vote, and upcoming special events.

ARTICLE V Meetings of the Whole

Two (2) types of meetings can be held: General Meetings and Special Meetings.

5.1 Parliamentary Procedures

Robert's Rules of Order will be the guide for all meetings of BFHOA except where there is a specific conflict relating to the Bylaws of the Association.

5.2 Notice of Meetings

An agenda and a meeting call will be posted at least seven (7) days prior to a meeting. The posting will be in a public place within the community, published in the newsletter, and/or via the Internet. Copies of the Association newsletter, From the Horse's Mouth (FTHM) which include a notice of a General or Special Meeting shall be delivered to each house in the Community at least seven (7) days and not more than thirty (30) days prior to the meeting date. Delivery may be by hand delivery or U.S. Mail.

5.3 General Meetings

General Meetings will be held each year in March and in September. Members will notify the Secretary of any time they wish to place on the Agenda of a General Meeting no later than three (3) weeks before the meeting. Agenda items will also be accepted from the floor. However, advance items will be given a higher priority on the agenda.

5.3.1 The March meeting is for the purpose of budget approval, dues approval and other business that may be brought to the Association according to the Bylaws.

5.3.2 The September meeting is for the purpose of electing Directors and other business that may be brought to the Association according to the Bylaws.

5.4 Special Meetings

5.4.1 The Executive Council has the authority to call a Special meeting of the membership for any purpose. It requires a simple majority of the Executive Council to call a Special Meeting.

5.4.2 A group of regular members of the Association may petition the Executive Council to call a Special meeting:

A Special Meeting that does not include discussion or action regarding the purchase of the Community, may be requested by a petition bearing the signatures of no less than ten (10) percent of the Association's REGULAR MEMBERSHIP.

5.4.3 A Special Meeting with an agenda that includes a discussion or vote on the possible purchase of the Community in accordance with Delaware Code Title 25, chapter 70, §7026 may be called by a petition signed by no less than five (5) percent of the REGULAR and SPECIAL Members of the Association. Only one (1) REGULAR or SPECIAL member per house may be counted when determining the five (5) percent. The Executive Council must honor this petition and must call the Special Meeting within thirty (30) calendar days of receipt of the petition.

5.5 Quorum

A quorum at meetings of the Whole will consist of:

5.5.1 Twenty (20) percent of the total REGULAR Membership of the Association for Meetings which do not include items regarding the purchase of the Community.

5.5.2 Twenty (20) percent of the homes in the Community must be represented by one REGULAR or SPECIAL member when the meeting agenda will include items regarding the purchase of the Community as described in Delaware Code Title 25, Chapter 70, S7026.

ARTICLE VI Financial Policy

6.1 The Fiscal Year of BFHOA is May 1 through April 30 of each year.

6.2 Approval All financial matters must be approved by the Executive Council.

6.3 Limits

Approval of the general membership of BFHOA is required for:

6.3.1 All expenditures in excess of ten (10) percent of the annual budget.

6.3.2 Adjustment of dues.

6.4 Bonding

Upon recommendation of legal counsel or advisors, the Executive Council may authorize expenditures for insurance and/or bonding of the Executive Council members.

6.5 Budget

It is the policy of BFHOA to operate with a balanced budget. The BFHOA will operate in such a manner as to minimize expense. A preliminary budget will be prepared by the Finance Committee, and presented to the Executive Council at its January meeting.

6.6 Dues

Upon acceptance of the Finance Committee Report by the Executive Council, the recommended dues assessment will be included in the Agenda of the March General Meeting. Dues for new residents of the community and residents whose membership has lapsed for more than two (2) years may join BFHOA on a pro-rated basis.

6.7 Signatories

All monies dispersed by check, will bear the signatures of two (2) of the three (3) authorized Officers. The authorized Officers are the Vice President, Secretary and Treasurer.

ARTICLE VII

Committees

7.1 Types

There are two (2) types of Committees in the BFHOA. Standing Committees are those that have a continuing goal and time frame. Temporary Committees have a mission of an established time frame and/or a goal which, when accomplished, negates the need for the committee's existence. Additional

committees of either type may be established by the President. Any committee that requires a budget must be approved by the Executive Council and a definition must be placed in the Bylaws.

7.2 General Characteristics

7.2.1 A representative of each committee will submit a written report of their past activities and future plans at each Executive Council Meeting.

7.2.2 Will have a minimum of three (3) members.

7.2.3 Will establish and maintain a Standard Operating Procedure (SOP) for their reference and future reference.

7.2.4 Will keep a record of expenditures and, if needed, prepare a budget request for the coming year, no later than December 31.

7.3 Standing Committees

The following Standing Committees are recognized as necessary for the proper functioning of the BFHCA.

7.3.1 Communications

The Communications Committee's mission is to disseminate information to the members of the BFHOA. The method of dissemination may be any or all of the following: newsletter, phone, bulletin boards, Internet, etc.

7.3.2 Finance

The Finance Committee, working with the Treasurer (who may not serve as the Chairman of the committee), will recommend a budget for the BFHOA for the next fiscal year. This budget will include a recommendation of the dues for the following year. The Finance Committee's recommendation will be presented at the January meeting of the Executive Council. The Treasurer and two (two) members of the Finance Committee will be in attendance at this meeting.

7.3.3 Financial Audit

The Financial Audit Committee will review the financial records of BFHOA for the previous year and, if required, prior years. It will submit

in both written and oral format, the results of the audit to the Executive Council, and at the September General Meeting of the BFHOA membership. For the sake of continuity, one (1) new member will be appointed annually with the senior (in service) member retiring.

7.3.4 Membership

The Membership Committee working with the Vice President

(who may not serve as the Chairman of the committee), will maintain the roster of BFHOA members and strive to increase this membership. They will prepare and disseminate information about the Association and any other local data as they see fit.

7.3.5 Social

The Social Committee will plan and recommend six (6) or more social events for each year, for the enjoyment of members and to promote a sense of community. It will coordinate activities with the Barclay Farms Activity Director, as needed, in addition to the Executive Council.

7.4 Temporary Committees

The following Temporary Committees are recognized as necessary for the proper functioning of the BFHOA:

7.4.1 Nominating

The Nominating Committee will publish a list of candidates nominated by the Committee no less than ten (10) days prior to the election. This list of nominees shall also be provided to the Voting Authority so it can prepare a ballot for the election. This list should include a brief biography about each candidate. At a minimum, this information will include the name, address and of each candidate. The Nominating Committee will provide as many qualified candidates for each Position as it is possible. This Committee will serve for the duration of one (1) election.

7.4.2 Voting Authority

The voting Authority shall prepare the ballot and publish it no later than one (1) week prior to the election. The Authority will supervise the voting at a specified meeting of the whole. Members of the Executive Council, slated candidates and members of the Nominating Committee may not serve on the Voting Authority.

7.4.2(a) The Voting Authority will not accept names of candidates after the official ballot is prepared (One week prior to the election).

7.4.2b) There will be no nominations from the floor at the general meeting unless there are extenuating circumstances. The Executive Council may determine if the situation is extenuating or not).

7.4.3 Community Purchase Committees

Committees consisting of not less than seven (7) homeowners shall be appointed to investigate and report on Community Purchase issues. The membership of each committee shall be open to REGULARMEMBERS and SPECIAL members.

ARTICLE VIII Amendment Process

Proposals for an Amendment to the Bylaws can originate from either the Regular Membership or the Executive Council.

8.1 Regular Membership

An Amendment Proposal signed by at least twenty percent (20%) of the regular membership should be delivered to the Secretary, who will present it to the Executive Council for action. The Amendment Proposal will contain the full text of the proposed amendment and a statement explaining the need for the amendment.

8.1.1 Statement of Executive Council Position

Within fourteen (14) days of a Special Meeting of the Executive Council, the Council will prepare a Statement of Executive Position on the requested Amendment Proposal. The position statement, the amendment and the supporting documentation provided, will be submitted to the Secretary

8.1.2 Acceptance of the Proposed Amendment requires two-thirds (2/3) vote of the Executive Council.

8.1.3 If the Amendment Proposal is rejected by the Executive Council, the proposal may be re-submitted to the Council along with the petition containing signatures of an additional ten percent (10%) of the regular membership. This re-submitted Amendment Proposal is NOT voted on by the Executive Council, but is processed as if it had passed an Executive Council vote.

8.2 **Executive Council**

The Executive Council shall:

8.2.1 Appoint a Bylaws Committee to study and prepare a petition for an amendment which will contain the full text of the proposed amendment and a statement explaining the need for the amendment.

8.2.2 Receive the Proposed Amendment for Executive Council for vote.

8.2.3 Acceptance of the Proposed Amendment requires a two-thirds (2/3) of the Executive Council.

8.3 **Scheduling the Vote**

The Secretary will schedule a Special Meeting to be held within twenty-one (21) to thirty (30) days to vote on the Amendment Proposal. If a Meeting of the Regular Membership falls within this time frame, it may be included as part of that General Membership Meeting.

8.3.1 The Secretary shall announce the meeting and publish the proposed amendment with documentation in the official publications of the BFHCA within the original thirty (30) day time frame.

8.3.2 The president will appoint a Voting Authority to monitor the voting.

8.4 **Adoption**

Adopting an amendment to the BFHOA Bylaws requires a two-thirds (2/3) majority affirmative vote of the regular members at the General or Special meeting.

8.5 **Entry into the Minutes**

Upon approval, the Secretary will enter the Amendment into the official BFHOA documents. This entry will include a notation of the date of adoption of the amendment.

8.6 **Effective Date**

The new Amendment will become effective immediately. Updated documents will be made available to all members within fourteen (14) days of adoption.

8.7 Rejection

A rejected proposal of amendment may be resubmitted through the amendment process no more than twice in one year.

ARTICLE IX Books and Records

The books, records, and papers of the Association are at all times, during reasonable business hours, subject to inspection by any regular member. The Certificate of Incorporation and the Bylaws of the Association are available for inspection by any regular member at the principal officer of the Association. Copies may be purchased at a reasonable cost, to be determined by the Executive Council, to defray copying administrative costs.

ARTICLE X Date of Adoption

These Barclay Farms Homeowners Association Bylaws were adopted by a two-thirds (2/3) majority of the regular members of the BFHOA present at the meeting held to adopt them.

January 24, 2005

Signed (Signatures on file)

Richard E. Maly, President

Timothy X. Webster, Vice President

Eileen Franco, Secretary

Harvey Lowing, Treasurer

Lois Abendroth, Director

Marjorie Dyer, Director

Frank Flynn, Director

David Fry, Director

Robert Lockwood, Director

Bylaws amended by vote of the membership on September 29, 2005.

Bylaws amended by vote of the membership on December 7, 2006.

Bylaws amended by vote of the membership on March 20, 2009.

Bylaws amended by vote of the membership on March 28, 2012.

By-laws amended by vote of the membership on March 11, 2017.

By-laws amended by vote of the membership on December 12, 2018.