

## BYLAWS OF FAIRFIELD FARMS CIVIC ASSOCIATION

### ARTICLE I - NAME AND LOCATION

The name of the corporation is Fairfield Farms Civic Association, a non-profit corporation of the State of Delaware. The principal office of the corporation shall be located at 29 Loockerman Street, Dover, Delaware 19901, but meetings of the members and/or Board of Directors may be held at such other places as may be designated by the Board of Directors or as the business of the corporation may require from time to time.

### ARTICLE II - MEMBERS

A. CLASS OF MEMBERS. The corporation shall have one class of members. The qualifications and rights shall be as follows:

1. Every beneficial owner of a residential unit in any section of Fairfield Farms Subdivision as said property is shown on plots of record in the office of the Recorder of Deeds in and for Kent County, Delaware, as herein particularly described, shall be a member. In construing provisions of this paragraph, beneficial owners shall include the owner of any unit or any lot in the above-described subdivision that has been resubdivided under a condominium program.

2. Membership shall include an undertaking by the applicant to comply with and be bound by the articles of incorporation, these bylaws and amendments thereto, and the policies, rules, and regulations at any time adopted by the corporation in accordance with these bylaws. Membership shall be accompanied by payment of the first year's dues in advance.

3. Membership in this corporation shall terminate on such member's ceasing to be a beneficial owner of a residential building site, lot, or unit in or on the property described herein.

B. VOTING RIGHTS. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members, provided, however, that each member shall be the sole beneficial owner of a residential building site or residential unit in Fairfield Farms Subdivision as aforesaid. A member shall have one vote for each residential unit or residential building site of which he is a beneficial owner, and in the event of any lot resubdivided for condominium purposes, this shall mean one vote for each unit of ownership as subdivided. Where two or more owners own a lot, or in the event of resubdivision, only one vote for such lot or unit owner shall be allowed, and such joint owners shall designate and register with the secretary of the

corporation the name of that owner entitled to cast such single vote.

1. At membership meetings all votes shall be cast in person, or by proxy registered with the secretary.

2. The Board of Directors is authorized to establish regulations providing for voting by mail if the same shall be authorized by statute.

#### ARTICLE III - MEETINGS OF MEMBERS

A. ANNUAL MEETING. An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing directors shall be held in the County of Kent, State of Delaware, in the month of May each year, beginning with the year 1988. The time and place shall be fixed by the directors.

B. REGULAR MEETINGS. In addition to the annual meetings, regular meetings of the members shall be had at such time and place as shall be determined by the Board of Directors.

C. SPECIAL MEETINGS. A special meeting of the members may be called by the Board of Directors.

D. NOTICE OF MEETINGS. Written notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than 10 days nor more than 60 days before the date of such meeting and, in the case of special meetings, such notice shall contain the purpose or purposes of such meeting.

E. QUORUM. The members holding fifty per cent (50%) of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members.

F. PROXIES. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after two (2) months from the date of its execution, unless otherwise provided in the proxy.

#### ARTICLE IV - BOARD OF DIRECTORS

A. GENERAL POWERS. The affairs of the corporation shall be managed by the Board of Directors, subject to the instructions of the members of the corporation at a regular meeting, or subject to the approval of the membership as expressed by a vote of the membership.

B. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be not less than seven (7), four (4) of whom shall be elected to serve as officers of the corporation pursuant to Article V B. hereof. Each director shall be a member of the corporation, and shall hold office until the second annual meeting of the members following his original qualification shall have been held, and until his successor shall have been elected and qualified. Exceptions to the provision for two (2) year tenure shall be in the case of a director's first taking office following the organizational meeting of the corporation. Of the first seven (7) directors, four shall hold office until the second subsequent annual meeting, and three shall hold office until the third subsequent meeting. The determination of the respective terms shall be by lot.

C. REGULAR MEETINGS. The Board of Directors shall meet regularly at such times and places as it may select.

D. SPECIAL MEETINGS. A special meeting of the Board of Directors may be called by or at the request of the president or of any three (3) directors.

E. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time, and without further notice.

F. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

G. VACANCIES. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of the increase in the number of directors, shall be filled by election by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

#### ARTICLE V - OFFICERS

A. OFFICERS. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer.

B. QUALIFICATIONS AND METHOD OF ELECTION. The officers shall be members of the corporation, shall be elected by the Board of Directors, and shall serve for a term of one year. The officers shall be selected from the members of the Board of Directors.

C. PRESIDENT. The president shall preside at all meetings of the corporation and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the corporation, and shall serve as a member ex officio of all standing committees.

D. VICE-PRESIDENT. The vice-president shall assume the duties of the president during his or her absence.

E. SECRETARY. The secretary shall keep the minutes of all of the meetings of the corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The secretary shall be custodian of all corporate records.

F. TREASURER. The treasurer shall receive all corporate funds, keep them in a bank approved by the Board of Directors, and pay out funds only on notice signed by him or her and by one other officer. The treasurer shall be a member ex officio of the finance committee.

G. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the Board of Directors for the unexpired portion of the term.

#### ARTICLE VI - FEES, DUES, AND ASSESSMENTS

A. ADMISSION WITHOUT FEE. Record ownership of a residential building site or, in the event of resubdivision, of any of the sites as shown on any unit or units of the property particularly described, without payment of an admission fee, shall establish the owner as a member of this corporation.

B. ANNUAL DUES. The annual dues shall be the same for each member and shall be Twenty Dollars (\$20.00) per year, subject to such modification as a majority of the directors may require, provided, however, that no increase above Ten Dollars (\$10.00) per year may be determined without fifty per cent (50%) of the members approving such increase.

C. PAYMENT OF DUES. The annual dues shall be paid in a single installment on the 1st day of April each year. New members dues shall be payable on the first day of the first month after which a new member obtains membership without proration.

D. SPECIAL ASSESSMENTS. Special assessments may be levied on members of this corporation only by a vote of seventy per cent (70%) of all members of the corporation. The procedure for voting on proposed assessments shall be the same as the procedure provided herein for voting on amendments to these bylaws.

E. DEFAULT IN PAYMENT OF DUES OR ASSESSMENTS.

1. When any member shall be in default in the payment of dues or assessments for a period of thirty (30) days from the date on which such dues or assessments become payable, such member shall, for purposes of voting, not be considered as a member in good standing. In addition, such member shall be dropped from active membership and placed on the inactive list. Such member shall not be reinstated until he has paid dues and assessments in full, and until such time as such member is reinstated, such member shall have no rights of any kind arising out of a membership in the corporation.

F. ASSIGNMENT OF DUES. In the event any member whose dues are paid shall, during the year in which such dues are paid, terminate his membership by sale of his lot or unit in Fairfield Farms Subdivision, such dues shall be automatically assigned to the buyer of such building and the buyer shall become a member of the corporation.

ARTICLE VII - FISCAL YEAR.

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII - AMENDMENTS.

Any proposed amendment to these bylaws may be submitted in writing at any meeting of the members of the corporation. Such proposed amendments shall be discussed at the meeting of the members following the meeting at which the proposed amendment was submitted, and shall be voted on by the members of the corporation at a date that shall not be earlier than the second meeting following the initial submission of the proposed amendment. Such proposed amendment must be signed by ten per cent (10%) of the members of the corporation, shall be read at the meeting by the secretary, and shall be stated on ballots distributed to all members by mail. A proposed amendment shall become effective when approved by a simple majority of the members entitled to vote.