

**Amended and Restated By-laws of the
Cool Spring/Tilton Neighborhood Association**

ARTICLE I -- NAME

The name of this organization shall be the Cool Spring/Tilton Neighborhood Association (hereinafter, the "Association").

ARTICLE II -- PURPOSE

The purpose of this Association shall be to devise strategies and take actions that promote the general welfare of the Community (which is defined below) and its residents. This Association shall be non-sectarian and non-partisan. This Association is organized exclusively for the promotion of social welfare under Section 501(c) (4) of the Internal Revenue Code.

ARTICLE III -- COMMUNITY BOUNDARY

The Community served by this Association (the "Community") includes that area within the City of Wilmington, Delaware which includes streets from Sixth Street northward to Pennsylvania Avenue and from Jackson Street westward to Rodney Street plus McCoy Way.

ARTICLE IV -- MEMBERSHIP

All persons eighteen (18) years of age or older who either reside in the Community or own or rent real property within the Community (the "Members") are eligible for membership and are entitled to vote at meetings of the Association. Companies, partnerships, limited partnerships, and other business entities are also eligible for membership; however, each business entity may only cast one (1) vote on any matter put to the membership for a vote.

No Member of the Association shall receive compensation of any kind for his or her involvement in the Association.

ARTICLE V -- DUES

Annual dues shall be set at an amount determined by the Executive Committee of the Association or the Members. Members may vote at any meeting of the Association; however, only dues-paying Members may hold office in the Association.

ARTICLE VI -- OFFICERS

Section 1. Number and Qualifications. The officers of the Association shall be the President, the Vice President, the Treasurer and the Secretary. Each officer shall hold office for a period of one (1) year, or until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until s/he shall have resigned, or have been removed, as hereinafter provided in these By-Laws. Officers may be elected to more than one (1) consecutive term. Only dues-paying Members of the Association shall be entitled to hold office.

Section 2. President. The President shall have the general and active management of the business of the Association and general and active supervision and direction over the other officers and agents. The President shall act as the Association's spokesperson. The President shall be an ex-officio member of all committees. The President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned by the Members of the Association.

Section 3. Vice-President. The Vice President shall assist the President and shall perform such duties as may be delegated by the President. In the absence of the President, the Vice President shall perform the duties of the President. In the event of a vacancy in the office of the President, the Vice President shall automatically assume the duties of the President until the term of the President expires or is terminated pursuant to these By-Laws.

Section 4. Secretary. The Secretary shall:

- (a) Keep or cause to be kept minutes of the meetings of the Association and the Executive Committee;
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;
- (c) See that the books, reports, statements, certificates and other documents and records required by law to be kept and filed (if any) are properly kept and filed; and
- (d) In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the membership of the Association or the President.

Section 5. Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Association;
- (b) Receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws;
- (c) Disburse the Association's monies when disbursements are authorized by the members and maintain records with respect to all such disbursements;

(d) Prepare, or cause to be prepared, for submission at the September meeting of the Association, or at such other times as may be required by the Executive Committee or the Members, a statement of financial condition of the Association in such detail as may be required;

(d) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the membership of the Association or the President.

Section 6. Resignations. Any Officer of the Association may resign at any time by giving written notice of his/her resignation to any other Officer. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any Officer of the Association may be removed, either with or without cause, at any time, by the vote of two-thirds of the Members present at any meeting of the Association; provided that a quorum is present at such meeting and a resolution proposing such removal has been adopted at the previous meeting of the Association and published in a Notice to the membership.

Section 8. Vacancies. A vacancy in any office, other than the office of the President, whether arising from death, resignation, removal or any other cause, may be filled by the remaining members of the Executive Committee until the next meeting of the Association. At the next meeting of the Association, the Members shall vote to elect an officer to fill the remainder of such term. If a vacancy occurs in the Office of the President, then the Vice President shall automatically assume the Office of the President, and the Executive Committee shall appoint a new Vice President for the remainder of his/her term.

Section 9. Nominations And Elections Of Officers. Elections of officers shall be held at a meeting of the Association held in October of each year. Any Member may nominate any other Member for an office. Nominations for any office shall be closed at the end of the Association's September Meeting. If there is only one candidate for any office, that candidate shall be deemed elected without further vote. Votes, when taken, shall be by secret ballot unless the Members present at the meeting elect to proceed by voice vote. All Members present at the meeting shall be entitled to vote. The nominee who receives the largest number of votes cast for an office shall be deemed to be elected to that office.

Only dues-paying Members of the Association shall be entitled to hold office. If any Member is elected to hold office and such Member has not paid dues for the fiscal year for which he or she has been elected, then he or she shall have one (1) month to pay the dues owed and he or she will be entitled to hold office as soon as the dues are paid. If any Member is elected to hold office and does not pay his or her dues within one month after being elected, then his or her office shall be deemed vacant and filled in the manner set forth in Article VI, Section 8 of these By-Laws.

Section 10. Indemnification and Limitation of Liability. Officers of the Association shall be protected from liability for actions taken in their capacities as Officers to the maximum extent allowed by law. The Association may indemnify any Officer against any and all expenses, liabilities or other matters incurred by such person as a result of any actions taken pursuant to these By-Laws.

Section 11. Compensation. No Officer of the Association shall receive compensation of any kind for his or her involvement in the Association.

Section 12. Conflicts of Interest. Any Officer who would or could personally receive a benefit from any action of Association which is different from the benefit that all Members would receive from that same action shall disclose this possibility and recuse him or herself from voting on such action.

ARTICLE VII – ASSOCIATION MEETINGS

Section 1. Time. Meetings of the Members of the Association shall be held on the second Tuesday of January, February, March, April, May, June, September, October, November and December, and on such other dates as may be determined by the Executive Committee or the Members.

Section 2. Place. Meetings may be held at any place within the Community Boundary as determined by the Executive Committee.

Section 3. Notice. Notice of the place, purpose, date and time of the holding of each meeting of the Membership shall be given by distributing such Notice, in writing, to houses within the Community Boundary at least two (2) days prior to a meeting and, if possible, by posting such

Notice on the Association's website at least seven (7) calendar days prior to a meeting. Notice of meetings may also be published by electronic means.

Section 4. Conduct of Meetings. The President, or in the President's absence or inability to act, the Vice President, or in his absence or inability to act, any person chosen by a majority of those Members present, in person or by proxy and entitled to vote, shall be authorized to act as chairman of the meeting. The Secretary, or in the Secretary's absence or inability to act, any person appointed by the chairman of the meeting, shall be authorized to act as secretary of the meeting and keep the official minutes thereof. The Secretary (or acting secretary) shall maintain a sign-in sheet to record the Members present at any meeting and shall keep the sign-in sheets with the minutes of meetings. Any person authorized to act as chairman or secretary of a meeting may delegate his/her responsibilities to another person.

Section 5. Voting. Each Member present at a meeting of the Association shall be entitled to one (1) vote at that meeting without regard as to whether the Member has paid his or her dues. Members may not vote by proxy. Unless otherwise specified in these By-Laws, the Members present at any duly-noticed meeting at which a quorum is present may act by majority vote.

Section 6. Quorum. At least fifteen (15) Members shall be required to constitute a quorum for the transaction of business at any meeting of the Association.

ARTICLE VIII -- FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of each year.

ARTICLE IX -- DISSOLUTION

In the event of the liquidation, dissolution, or disbandment of the Association, the funds of the Association on hand shall be used to pay for services rendered or any outstanding accounts payable. Any remaining funds shall be distributed in furtherance of the purposes set forth in the Purposes clause hereof. No part of the remaining funds of the Association shall inure to the benefit of, or be distributed to, its Members, Officers, or other private person.

ARTICLE X -- AMENDMENTS

These By-Laws may be amended or repealed, or new By-Laws may be adopted at any meeting of the Association at which a quorum is present by the vote of two-thirds of the Members present; provided that a resolution proposing such amendment or repeal or new By-Laws must have been adopted at the previous meeting of the Association and published in a Notice to the membership.

I, the undersigned, Secretary of the Cool Spring/Tilton Neighborhood Association (the "Association"), do hereby certify that the foregoing is a true, complete, and accurate copy of the Amended and Restated Bylaws of the Association, duly adopted by vote of the Members of the Association on the 25th day of April, 2008 and thereafter amended by vote of the Members of the Association on October 12, 2010 and on December 6, 2011 and I do further certify that these Amended and Restated By-laws have not since been altered, amended, repealed, or rescinded, and are now in full force and effect.

Date: December 30, 2011

Secretary

Constance M. Smith