

**BY-LAWS  
OF  
OAKWOOD MAINTENANCE CORPORATION  
September 24, 1995**

**TITLE**

1. The title of the corporation is OAKWOOD MAINTENANCE CORPORATION,. Formerly known as PORTER STATION MAINTENANCE CORPORATION.

**LOCATION**

2. The location of the principle office of the Corporation is the State of Delaware shall be 522 Greenhill Avenue, The Court at Wawaset Plaza, Wilmington, Delaware 19801 and the name of the agent therein and in charge thereof shall be Hughes, Sisk, and Glancy, P.A.. The Corporation shall, in addition to said principal office in the State of Delaware, establish and maintain an office or offices at such other places within or without the State of Delaware as the Board of Directors my direct.

**CORPORATE SEAL**

3. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its creation, and the words "Corporate Seal Delaware".

**PURPOSE OF THE CORPORATION**

4. The purpose and responsibilities of the Maintenance Corporation shall be:
  - a. To maintain the private open spaces within the Oakwood Community. This shall include lawn-mowing, general landscaping, litter removal, recreational facilities, and such tasks as may be required to maintain the open spaces in good repair and appearance for the community. The Corporation shall also be responsible for the interface with the County and state agencies as related to the private open spaces.
  - b. Responsible for the snow removal from the public streets within the Oakwood Community. Responsibility for the snow removal shall begin when there is a snow fall accumulation of 3 inches or more on the streets. The Maintenance Corporation shall be responsible for the interface with the County and State agencies as related to the public streets.
  - c. Responsible for the Storm Water Management facilities within the Oakwood community. This shall include the inspection, maintenance, repair and interface with the County and State agencies as related to the Storm Water management facilities.

- d. To assist in the formation of Committees from the members as deemed necessary by the Board of Directors or members for such tasks relating to the well being of the community.
- e. To establish the annual and/or special assessments of dues to be collected from the members of the Corporation necessary to carry out the functions of the Maintenance Corporation
- f. Any other tasks deemed necessary when mandated by the Board of Directors.

### **DIRECTORS**

- 5. The property and business of the Corporation shall be managed and controlled by a board of not less than six directors. The titles shall be President, Vice President, Treasurer, Secretary, and members at large.

They shall hold office for at least one year and until others are elected in their stead.

Beginning the Fiscal Year 1996 (April 1, 1996) for the purpose of elections, Oakwood shall be divided into six voting districts, with each district consisting of approximately 20 homes, more or less, with an attempt to have an elected member from each district, who shall serve as a member of the Board of Directors.

The numbers of directors may, at any time, be increased or decreased by a super majority vote of the board of directors, and , in case of any increase, the board of directors shall have the power to appoint additional directors to hold office until the next meeting of the members, and until their successors are elected or chosen and qualified.

If the office of any director becomes vacant by reason of death, resignation, disqualification, or removal from office, the remaining directors by a majority vote, may elect a successor who shall hold office for the unexpired term and until his successor is elected or chosen from the district where the vacancy exists.

The directors will hold overlapping terms to preclude the loss of all directors/Officers following an election by the members. The President and Vice-President shall not be replaced within the same election year, nor shall the Secretary and Treasurer. Other members of the Board shall also be selected for overlapping terms.

### **POWERS OF THE DIRECTORS**

6. The Board of Directors shall manage the business of the Corporation. They may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, but subject nevertheless, to the provisions of the statute, of the charter, and of these by-laws, and to any regulations imposed by the members.

Without prejudice to the general powers conferred by the last preceding clause, and the other powers conferred by these by-laws, it is hereby expressly declared that the Board of Directors shall have the following powers:

- a. To carry out the purpose of the Corporation.
- b. To appoint and at their discretion remove or suspend officers and agents of the Corporation.
- c. To determine who shall be authorized to sign, on the company's behalf, bills, notes, receipts, acceptances, endorsements, releases, contracts, and documents.
- d. To consider questions involving enforcement of deed restrictions as follows:

The following notification procedure shall be followed when a deed restriction violation has occurred:

1. The violation shall be brought to the attention of the Board of Directors in writing.
2. The Board of Directors shall, by a super majority vote, determine if action should be taken by the Maintenance Corporation. If it is determined that no action be taken, an answer shall be sent to the original complainant explaining why no action will be taken. If it is determined that action should be taken, the following shall occur:
  - a. A personal contact shall be made by a board member to make the property owner aware of the violation and to determine a solution to the problem and an agreed upon time as to when the violation will be taken care of by the property owner, said time shall not exceed seven days from the initial contact by the board of the property owner.
  - b. If it is determined by the board that the violation is not taken care of within the agreed amount of time, or if a written explanation from the property owner as to the why violation has not been corrected has not been received by the board, a

certified letter, with return receipt requested, shall be sent to the property owner explaining the violation, with notice that if said violation is not received within 14 days of receipt of this letter, the matter will be turned over the attorney for the Maintenance Corporation for legal action against the property owner.

#### **MEETING OF MEMBERS**

7. This is a membership corporation without capital stock and not organized for profit. The members of the corporation are the record owners of lots shown on the Record Major Subdivision Plan of Porter Station Estates, Pencader Hundred, New Castle County, Delaware, Microfilm No. 11012, (or as thereafter may be amended) and are members by virtue of such ownership. On all matters requiring the vote of the members of the corporation, there shall be one vote for each lot in the subdivision. The record owner of each lot shall have one vote. When more than one person holds an interest in any lot, all such persons shall be members; provided, however, that in no event shall more than one vote be cast with respect to any lot. If any owner owns more than one lot, he shall have one vote for each lot owned.

All meetings of the members shall be held in the County of New Castle. Members may vote at all meetings either in person or by proxy in writing. All proxies shall be filed with the Secretary before voted upon.

All members shall be notified, with a minimum of a 30 days notice, either by first class mail, public notices or handbills of general membership meetings. All elections of Board members and other corporate business requiring a vote of the membership shall be accepted following a vote by the majority of those members that attend the meeting and proxies received.

The annual meeting of members shall be held as directed by the Board of Directors. All members of the corporation shall be notified of the meeting by first class mail, public notes, and/or handbills.

Special meetings of the members may be called by the President at the request of no less than 10 members of the Corporation. The request shall be made in writing to the President and he/she shall call the special meeting within 20 calendar days following receipt of the written request.

#### **MEETING OF MEMBERS**

8. The regular meeting of the directors shall be held on the third Tuesday of each month at 7:00 PM or on another date and time as voted on by the majority of the directors. The location of the meeting shall be determined on a case-by-case basis.

Notice of regular meetings shall be made known to each director either by personal contact, telephone, or first class mail.

A majority of the whole Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business.

Special meetings of the board may be called by any member of the Board.

#### **STANDING COMMITTEES**

9. The Board of Directors may appoint from their number standing committees and may invest them with all their own powers, subject to such conditions as they may prescribe; all committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose in the possession of the Secretary, and shall report the same to the Board of Directors at their regular meeting. The following Standing Committees may be formed on an as-needed basis:
  1. **Community Watch Committee:** This committee shall provide for a community watch as required.
  2. **Activity Committee:** This committee shall serve as the focal point for the Oakwood social activities.
  3. **County/State and Zoning Advisory Committee:** This committee shall serve as the focal point for any County, State, and/or Zoning activities that have or could have an impact on the Oakwood Community.
  4. **Landscaping and Beautification Committee:** This committee shall be responsible for the general landscaping and appearance of the private open spaces.
  5. **Ad-Hoc Committees:** As necessary

#### **STANDING COMMITTEES**

10. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as may from time-to-time be elected or appointed by the Board of Directors.

One person may hold the office of Secretary and Treasurer, if deemed advisable by the Board of Directors. The Vice President may hold the office of Vice President and Treasurer and/or Secretary, but not the offices of Vice President, Secretary, and Treasurer.

### **OFFICERS – HOW CHOSEN**

11. A general membership meeting shall be called to elect the Board of Directors for the Maintenance Corporation. The initial elections of the Board of Directors from the 6 districts within Oakwood shall be in February 1996, with the intent of the newly elected officers to be installed on April 1, 1996. The Board shall then call a General membership meeting in February of each year, with the intended purpose of seeking volunteers and/or nomination for any vacant or expiring terms of officer positions. Upon receipt of the names of nominees/volunteers, the Board shall hold a general election no later than March 15 within the community to elect the new officers. The officers shall hold office for a minimum period of two years, but no more than four years. The newly elected members of the Board shall take office on April 1 of each year and their tenure shall run from that date.

### **DUTIES OF PRESIDENT**

12. The President shall be the Chief Executive Officer of the Corporation. He/she shall, when present, preside at all meetings of members and of the directors; he shall have general and active management of the business of the Corporation. He/she shall see that all orders and regulations of the Board are carried into effect; the President shall execute all contracts and agreements authorized by the Board and, when authorized by the Board, affix the seal to any instrument requiring the same, and the seal, when so affixed, shall be attested by the signature by any other officer of the Board.

The President also shall:

1. have general supervision and direction of all the other officers of the Corporation and shall see that their duties are properly performed.
2. Submit a report of the operation of Corporation to the Directors at their regular meetings, and to the members at their annual meeting.
3. be ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

### **VICE PRESIDENT**

13. The Vice President shall be vested with all the powers and shall perform all the duties of the President in his/her absence; and he/she shall perform such other duties as may be prescribed by the Board of Directors.

### **SECRETARY**

14. The Secretary shall attend all sessions of the Board and act as clerk thereof; record all votes and the minutes of all proceedings in a book to be kept for the purpose; and shall perform like duties for the standing committees when required.

He/she shall see that proper notice is given of all meetings of the members of the Corporation and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

### **TREASURER**

15. The treasurer 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/she shall disburse the funds of the company as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the President and directors at the regular meetings of the board, or when ever they may require it, an account of all the transactions as treasurer and of the financial condition of the company. The Treasurer shall also provide financial reports to the members of the Corporation at the annual meeting.

If required by the Board of Directors, he/she shall give the company a bond in form and in a sum with security satisfactory to the Board of Directors, for the faithful performance of the duties of the office, and for the restoration of the company in case of his/her death, resignation or removal from office, all books, papers, vouchers, money, and other property of whatever kind in his/her possession belonging to the company. He/she shall perform duties as the Board of Directors may from time to time prescribe or require.

### **DUTIES OF OFFICERS MAY BE DELEGATED**

16. In case of the absence of any officer of the company, the Board of Directors may delegate the powers or duties of such office to any other officer or any director for the time being.

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **17. Section 1. Right to Indemnification**

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suite or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by the reason of the fact that he or she is or was a director or an officer of the Corporation or is or was

serving at the request of the Corporation as a director, officer, employee (hereinafter as “indemnatee”), 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 that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorney’s fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlements) reasonably incurred or suffered by such indemnatee in connection therewith; the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

## **Section 2. Rights to Advancement of Expenses**

The right to indemnification conferred in Section 1 shall include the right to be paid the by Corporation the expenses (including attorney’s fees) incurred in defending any such proceeding in advance of its final disposition (herinafter an “advancement of expenses”); provided, however, that if the Delaware general Corporation Law requires, an advancement of expenses incurred by an indemnatee 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 indemnatee, shall be made only upon delivery to the Corporation on an undertaking (hereafter an “undertaking”), by or on behalf of such indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”) that such indemnatee is not entitled to be indemnified for such expenses under this section or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 shall be contract rights and such rights shall continue as to an indemnatee who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the indemnatee’s heirs, executors and administrators.

## **Section 3. Right of Indemnatee to Bring Suit**

If a claim under Section 1 or 2 is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expense, in which case the applicable period shall be twenty (20) days, the indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expense pursuant to the terms of an undertaking, the indemnatee shall be entitled to be paid also the expense of prosecuting or defending usch suit. In (i) any suit brought by the indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnatee to enforce a right to an advancement of expenses) it shall be a defense



that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware general corporation Law. 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 suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee 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 indemnitee has not met such applicable standard of conduct, shall create a presumption; the indemnitee has not met the applicable stand of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such a suit. In any suit brought by the indemnitee to enforce a right to indemnification or to the advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of undertaking, the burden of proving that the indemnitee is not entitled to the indemnified, or to such advancement of expenses, under this section or otherwise shall be on the Corporation.

#### **Section 4. Non-Exclusivity of Rights.**

The rights to indemnification and to the advancement of expenses conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certification of Incorporation, by-laws, agreement, vote of members or disinterested directors of otherwise.

#### **Section 5. Insurance**

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation against 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.

#### **Section 6. Indemnification of Employees and Agents of the Corporation**

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provision of this Section with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

### **FISCAL YEAR**

18. The fiscal year of the Corporation shall begin on the first day for April of each year.

### **CHECKS FOR MONEY**

19. All checks, drafts, or orders for the payment of money shall be signed by the Treasurer and countersigned by the President or Vice President or such other officer as the Directors may designate.

### **BOOK AND RECORDS**

20. The record of the Corporation shall be open to inspection by the members upon their request.

### **ALTERATION OF BY-LAWS**

21. The Board of Directors, by vote of a super majority of the whole board at any meeting, may alter or amend these by-laws.