

**AMENDED BYLAWS**  
**LIMESTONE HILLS**  
**MAINTENANCE CORPORATION**

OCTOBER 10, 1991

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## **ARTICLE I – REFERENCES**

The references contained herein are drawn from the Declaration of Wilhelmina DuPont Ross, dated February 2, 1982, and recorded in the Office of the Recorder of Deeds, New Castle County, Delaware, in Deed Record 0 Volume 117, Page 68, and the Declarations of Restrictions of **LIMESTONE HILLS DEVELOPMENT COMPANY**, recorded in the office aforesaid, in Deed Record U, Volume 122, Page 293; Deed Book 453, Page 235; and Deed Book 453, Page 219, respectively, and Declaration by Stoney Land Farms, et al., recorded in the Office aforesaid, in Deed Book 674, Page 120. It is intended that Declarations of Restrictions will be formulated, adopted and apply to each new section and/or clusters developed after date hereof within the Limestone Hills DPUD (Diversified Plan Unit Development).

The aforementioned Declarations of Restrictions shall supersede these Bylaws in all cases. Should any article contained in these Bylaws appear to contradict the aforementioned Declaration, the Declarations of Restrictions shall control.

## **ARTICLE II- NAME AND LOCATION**

The name of the Corporation is **LIMESTONE HILLS MAINTENANCE CORPORATION** (a corporation not for profit) herein after referred to as the Corporation. The principal address of the Corporation shall be P.O. Box 956, Hockessin, DE 19707. Meetings of members and/or directors may be held at such places within the State of Delaware, as may be designated by the Board of Directors or as the business of the Corporation may require from time to time.

## **ARTICLE III – MEMBERSHIP**

Section 1. Definition of Member: The provisions of Article IV, Section I of the Declaration as it applies to membership in the Corporation shall apply hereto:

All persons or entities who are record owners of a fee or undivided fee interest in each lot of any residential dwelling units, or lots, parcels, or acreage designated for apartments, offices, commercial, or other usage (hereinafter called “non-residential lots”) within the Limestone Hills DPUD, shall automatically become a “Member”, as defined below, of Limestone Hills Maintenance Corporation (the “Corporation”) immediately upon the creation of his or its fee or undivided fee interest, including but not limited to the acceptance and recording of a deed for such residential or “non-residential lot”. “Member”, as used herein, shall mean all owners, of any residential and non residential lot, to the end that there shall be one Member per residential and/or non-residential lot.

Section 2. Annual Assessments: The rights of membership are subject to the payment of annual assessments levied by the Board of the Corporation, the obligation of which assessments is imposed against the owner of each residential and non-residential lot, and becomes a lien upon the said residential and non-residential lot, against which such assessments are made as provided by Paragraph A-2 of the Declaration, or any amendment thereto.

#### **ARTICLE IV –COVENANT FOR MAINTENANCE ASSESSMENTS**

Section 1. Creation of the Lien and Personal Obligation of Assessments: Residential and non-residential lot(s), which are owned by Members, shall be subject to an annual assessment for the purposes of the Corporation. By virtue of the creation of a membership as herein above described, Members shall be deemed to have covenanted to be personally liable for the payment of such assessments for their respective lot(s), together with such interest thereon and costs of collection thereof as hereinafter provided, which assessments, interest and costs shall be a charge on the land and shall be a continuing lien upon the lot against which each assessment is made.

Section 2. Purpose of Assessments: Assessments levied by the Corporation shall be used for the purpose of maintaining the private open space parcels or areas owned by the Corporation, including but not limited to, the payment of taxes and insurance thereon in addition to the cost of maintaining the grass areas, landscaping, and walkways; clearing, plowing and sanding of road and roadways; and for those other purposes expressed in its Certificate of Incorporation.

Section 3. Right to Fix Annual Assessment: The Corporation may, from time to time, set such annual assessments as it deems necessary to carry out the duties and obligations of the Corporation, as set forth herein above, and as they may change from time to time; provided, however, that any change in said assessment must be approved by a two-thirds (2/3) majority of the Members present at a meeting duly called for this purpose, written notice of which shall have been sent to all Members at least thirty (30) days in advance of the time set for said meeting, which said notice shall set forth the purpose of the meeting. The annual assessment shall be at the rate fixed by the Board of the Corporation for residential and non-residential lots, in each section or cluster within the Limestone Hills DPUD, and must be in the aggregate sufficient to maintain the property owned by the Corporation, including grass cutting, normal landscaping and walkway maintenance, cleaning, plowing and sanding of roads and roadways, and payment of insurance premiums and taxes thereon, and such other pertinent purposes: assessments may include such additional sums as may be deemed necessary by the Corporation to establish reserves for maintenance and to meet the financial needs of the Corporation not relating to maintenance (as provided above) of its properties.

Notwithstanding anything herein contained to the contrary, frontage on private streets or parking lots shall be subject to an additional assessment as established by the Board of Directors for repairs or maintenance of said private streets or parking lots on which their respective lots front.

Section 4. Commencement date of Annual Assessments: The assessment for each residential and non-residential lot shall be due on September 1 of each year, in an amount established by the Board of Directors, ending August 31 of the succeeding year.

Section 5. Effect of Non-Payment of Assessment: the Personal Obligation of the Owner; the Lien; Remedies of Corporation: Assessments which are not paid before October 15, of each assessment year shall be deemed to be delinquent. A late charge of \$10.00 will be assessed on October 15<sup>th</sup> with an additional late charge of \$10.00 being assessed on the 15<sup>th</sup> of each succeeding month until the total outstanding assessment and all late fees have been paid. The delinquent assessment, all late charges and costs of collection thereof, including reasonable attorney's fees, thereupon shall become a continuing lien on the lot assessed which shall bind such residential or non-residential lot in the hands of the then owner, his heirs, devisees, personal representatives, successors and assigns. The Corporation may bring an action at law against the Member personally obligated to pay any delinquent assessment or may bring an action in a court of competent jurisdiction to foreclose the lien thereof against the property, and there shall be added to the amount of such assessment, interest and costs as aforesaid.

Said assessments or charges shall be subordinate in lien to the lien of any mortgage or mortgages on the property which is subject to such charges regardless of when said mortgage or mortgages were created or when such charges accrued; provided, that such subordination shall apply only to charges that shall have become payable prior to the passing of title under foreclosure of such mortgage or mortgages and the transferee shall not be liable for payment of any assessment accruing prior to said foreclosure, but nothing herein shall be held to affect the rights herein given to enforce the collection of such charges accruing after sale under foreclosure of such mortgage or mortgages; and provided further, that such charges accruing after sale shall also be subordinate in lien to the lien of any further mortgage or mortgages which are placed on property subject to such charges, with the intent that no such charges shall at any time be prior in lien of any mortgage or mortgages whatsoever on such property.

Section 6. Assessment Lien Docket: The Corporation shall keep an Assessment Lien Docket. When an assessment becomes delinquent as herein above provided, the Corporation shall cause an entry thereof to be made in the Docket, which entry shall disclose the date the entry is made, the names of the owners of the subject residential or non-residential lot, as shown in the Corporation's records, the number of said lot, the amount of the delinquent assessment, the due date, and the assessment period of the delinquent assessment.

Upon written inquiry of any residential or non-residential lot owner, or any attorney-at-law who certifies to the Corporation that he represents such owner or of a purchaser thereof, the Treasurer, or their assigns, upon receipt of no less than \$50.00 as a service fee, shall certify to the inquiring owner or attorney-at-law as to the assessment status of the lot which is the subject of the inquiry, stating:

- (a) Whether the current assessment is paid; and/or
- (b) If there are any delinquent assessments, all of the information entered in the Lien Docket with respect to the lot which is the subject of the inquiry, together with the per diem interest thereon, to be computed on each delinquent assessment from its respective due date to the date of receipt by the Corporation of payment thereof in full.

The Certificate of the Corporation shall be binding on the Corporation. Upon receipt by the Corporation of payment of any delinquent assessments, with interest and costs, if applicable, as herein above provided, the Corporation shall enter in the Docket the date and amount of the payment received, together with the notation "Paid in Full".

Section 7. Voting Rights: All the record owners of residential lots and non-residential lots within the Limestone Hills DPUD shall be entitled to one vote for each lot or unit in which they hold the interest of a record fee. The vote for such residential or non-residential lot shall be exercised as the owners may among themselves determine, but in no event shall more than one person cast votes applicable to any such lot, or lots.

Section 8. Proxies: In any matter relating to voting and/or quorum, there shall be proxies allowed. To be valid, proxies must be issued by the Corporation, contain the name, address and signature of a title-holder of the lot entitled to cast the vote for which each proxy is given, the name of the person to whom the proxy is given, and the date on which the proxy is signed. A proxy shall not be valid for longer than one year from the date on which the proxy is signed.

## **ARTICLE V – CORPORATION PURPOSES**

The Limestone Hills Maintenance Corporation has been created to provide for the orderly preservation of property values of all the residential and non-residential lots in the Limestone Hills DPUD and for the orderly and efficient maintenance of the private open space. The Corporation is delegated and assigned the powers of maintaining, administering and managing the community's properties, administering and enforcing the covenants and restrictions, and collecting and disbursing the assessments and charges hereinafter created.

## **ARTICLE VI – BOARD OF DIRECTORS**

Section 1. Membership: The affairs of the Corporation shall be managed by a Board of Directors, comprised of Directors from each Cluster, who shall be members of the Corporation. There shall be not more than one (1) member of the Board of Directors from any lot or unit whose fee title is owned by more than one person or an entity consisting of more than one person, at any given time. The Board of Directors shall be elected by mail ballot prior to each annual general membership meeting, or as otherwise determined by the Board of Directors. Members of the Board of Directors elected by the general membership shall serve for a term of two (2) years. Such term shall commence at the close of the annual meeting at which their election is announced and continue until the close of the regular annual meeting two (2) years

hence. The terms of the Members shall be staggered so that there will be at least one (1) but no more than two (2) vacancies from each Cluster filled each year insuring that incumbent Directors are serving at all times.

Section 2. Director Representation: The Board shall be composed of two (2) directors from each cluster except that Cluster B (LH East) and Cluster E (Vincent Lane) shall be considered as one cluster for director representation. The Board of Directors shall have a total of eight (8) members.

Section 3. Vacancies: Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors; any such appointed Director shall fulfill the remaining term of the Director being replaced.

Section 4. Compensation: Directors and the chairpersons of the Standing Committees shall be exempt from their annual assessment. This provision in no way implies that said directors/chairpersons are employees of the Corporation, but that said assessment exception is merely a token of the Corporation's recognition of time and efforts expended in the performance of their duties. Also, any Director may be reimbursed for actual reasonable expenses, if any, incurred in the performance of Board duties, upon approval by a majority vote of the Board of Directors.

Section 5. Regular Meetings: Four (4) regular mandatory meetings of the Board of Directors shall be held on the 2<sup>nd</sup> Tuesday of January, April, July and October of each year. Should said meeting fall upon a legal holiday, that meeting shall be held at the same time on the next day which is not a legal holiday. The Board of Directors may conduct more frequent meetings at its discretion. All regular meetings shall be open to the membership.

Section 6. Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by written request on any three (3) Members of the Board, after not less than ten (10) days notice to each Director. The Board of Directors may, in their discretion, determine whether or not a special meeting is open to the general membership.

Section 7. Quorum: A majority of the number of Directors of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of said Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 8. Action Taken Without A Meeting: In the interest of efficiency 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 or electronic approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 9. Waivers of Notice: Any notices of meetings of the Board of Directors may be waived at any time by all Directors in advance of or at such meetings.

Section 10. Removal of Directors: At any regular or special meeting of members, a Director may be removed, with or without cause, by a two-third (2/3) affirmative vote of the residential and non-residential lot(s) owner(s) residing in the Cluster to which the Director was elected. The said members may then fill the vacancy thus created. Any Director whose removal has been proposed by members shall be given an opportunity to be heard at the meeting held to consider removal.

## **ARTICLE VII – ELECTION OF DIRECTORS; ELECTION COMMITTEE**

Section 1. Election: Election to the Board of Directors for each Cluster shall be by written ballot by the residential and non-residential lot owners of each respective Cluster, as hereinafter provided. At such election, the owners who are not delinquent in their assessment may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to the properties. The names receiving the largest number of votes shall be elected.

Section 2. Nominations: Nominations for election to the Board of Directors shall be made by the Election Committee which shall be one of the Standing Committees of the Corporation.

Section 3. The Election Committee: This Committee shall consist of a chairperson, who shall be the Secretary of the Corporation, and not less than two (2) or more than four (4) Members of the Corporation. The Election Committee shall be appointed by the Board of Directors prior to each election.

Section 4. Duties of the Election Committee: The Election Committee shall make and solicit and place on the ballot the names of any Members seeking election to the Board of Directors for each Cluster. In no case will the number of candidates be less than the number of vacancies. Such nominations shall be made from among Members from each Cluster. Nominations shall be placed in a written ballot as provided in Section 5, and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to Members.

Section 5. Ballots: All elections of the Board of Directors shall be made on written ballot which shall:

- (a) describe the vacancies to be filled;
- (b) set forth the names of the candidates selected by the Election Committee for such vacancies; and
- (c) contain a space for a write-in vote by the Members for each vacancy.

Such ballots shall be prepared and mailed by the Corporation to the voting membership at least 24 days in advance of the regular annual meeting. Return date of completed ballots shall be no later than ten (10) days before the annual meeting for the purpose of allowing the incoming Board of Directors sufficient time to elect officers and appoint chairpersons. Each eligible voting member shall receive one (1) ballot for each lot that he owns and shall cast only one vote per vacancy on each ballot. Each eligible voting member shall also receive a blank ballot envelope and an outside envelope which has space provided for return address and signature of lot owner, pre-stamped and pre-addressed to be returned to the Corporation.

Section 6. Return of Ballots: Each completed ballot shall be placed in the blank ballot envelope. Each ballot envelope shall then be placed in the outside envelope. In order to be valid, the outside envelope must be signed by at least one of the eligible voting owners of record of the lot and must include a return address. The pre-stamped and pre-addressed outside envelope shall then be returned to the Secretary.

Section 7. Verification and Counting of Ballots: Upon receipt of each outside envelope, the Secretary shall immediately place it in a safe or other locked place until the day set for the counting of the ballots, which day shall be set by the Board of Directors. On that day, the outside envelopes containing the ballot envelopes shall be turned over, unopened, to the Election Committee. The Election Committee shall then adopt the following procedures:

- a) First examine each outside envelope ascertaining the eligibility and validity of the ballot based upon the information shown on the outside envelope.
- b) Separate each ballot envelope from the outside envelope to insure anonymity of the vote.
- c) Proceed to the opening of the ballot envelopes, and counting the votes. Only one vote per candidate per ballot shall be counted. Any ballot envelope containing more than one ballot shall be disqualified.
- d) The separated outside ballot envelopes shall be retained by the Secretary for a period no less than 14 days after the regular annual meeting.

## **ARTICLE VIII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers: The Board of Directors shall have the following powers:

- (a) To call special meetings of the Board of Directors whenever it deems necessary, and it shall call a meeting at anytime upon written request of a majority of the Members of the Board.
- (b) To appoint and remove at pleasure all officers, committee members, agents and employees of the Corporation, prescribe their duties, and require of them such security or fidelity bond as it may deem expedient and in the best interests of the Corporation.

- (c) To collect the assessments or charges on residential and non-residential lots.
- (d) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation, except those reserved to the meeting or to Members in the covenants.
- (e) In the event that any Member of the Board of Directors of the Corporation shall be absent from three (3) consecutive meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.
- (f) Approve the budget, approved and adopted by the respective Directors for each Cluster.
- (g) A majority of Directors must approve all contracts to which the corporation is a party and which obligates the corporation to make payment in an amount greater than or equal to \$500.00.
- (h) Bids for Corporation expenditures shall adhere to the “Policy on Bid Requirements for LHMC Expenditures” as adopted by the Board of Directors.

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

- (a) To cause to be kept a complete record of all its acts, corporation and financial affairs, and to present such to the Corporation Members at the regular annual meeting or at any special meeting of the general membership when such is requested in writing by ten percent (10%) of the voting Corporation membership.
- (b) To supervise all officers, committee chairpersons, agents and employees of this Corporation, and to see that their duties are properly performed.
- (c) To recommend to the general membership changes in the assessments against each residential and non-residential lot in accordance with Article IV, Section 3 of the Bylaws.
- (d) To cause the Corporation to send written notice of each assessment to every owner subject thereto.
- (e) To receive and act on architectural change requests as described in Article II, Sections 1 and 2 of the Declaration, as reiterated below. A majority vote by the members of the Board shall constitute approval in architectural control matters. The Board of Directors shall monitor activities for violations of the provisions of the Declaration.

- 1) Review of Plans: No building, shed, fence, wall, swimming pool or other construction shall be commenced, erected, or maintained upon any lot, or shall any exterior addition to or change or alteration thereof, including but not limited to exterior façade color change and/or change in grade or drainage be made until the plans and specifications, with illustrations, showing the nature, kind, shape, color, height, materials, and proposed location of same, shall have been submitted to and approved in writing by the Declarant. In the event the Declarant, or its successors or assigns, fails to approve or disapprove such architectural change request within thirty (30) days after said plans and specification have been submitted to it, approval thereof will be deemed to have been given by the Declarant.

The Declarant, its successors or assigns, in connection with the review of said plans, specifications, and illustrations, shall consider them in terms of the harmony of the proposed change, addition, construction or alteration with the structures on surrounding properties and the out look there from onto the subject property; the effect it will have on the reasonable passage of light and air to the surrounding properties; the consistency and harmony of the architectural design, color, height, size, shape, proposed location and materials with the subject property and with the surrounding structures; and with respect to the physical impact thereof, including but not limited to drainage on surrounding properties.

For the purposes of this Declaration, Declarant shall have the sole right to determine which lot lines and/or street lines shall be “front” or “side” lines.

- 2) Assignment of Architectural Control, Function, Appeal: Declarant may assign the powers and rights reserved hereunder at Section 1 of this Article II to the Board of Directors of Limestone Hills Maintenance Corporation.

Requests for architectural change which have been rejected hereunder may be appealed by the applicant in writing; upon the receipt of same, Declarant or its assignee shall schedule a special meeting with applicant, which meeting shall be held within two(2) weeks after receipt of notice; the decision upon review shall be communicated in writing to the applicant within thirty (30) days after the review meeting; failure of the Declarant or its assigns to give written notice of such decisions within said thirty (30) days shall be constructed as a rescission of the initial rejection.

- (f) To elect officers and appoint committee chairpersons.
- (g) To enforce the Declaration of Restrictions for all Clusters within the Limestone Hills DPUD.

## **ARTICLE IX – OFFICERS**

Section 1. Officers: The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. The President, Vice-President and Treasurer shall be members of and shall be elected by the Board of Directors.

Section 2. Election of Officers: Officers shall be elected by the incoming Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting.

Section 3. Term of Office: All officers shall hold office at the pleasure of the Board of Directors.

Section 4. Duties of the President: The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors, and shall see that all orders, policies and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written instruments. The President shall be directly responsible to the Board for execution of all activities and functions under the jurisdiction of this office.

Section 5. Duties of the Vice-President: The Vice-President shall perform all the duties of the President in the absence of the President. In the absence of both the President and the Vice-President, the Treasurer shall perform the duties of the President. The Vice-President shall perform such other duties as the President may assign.

Section 6. Duties of the Secretary: The Secretary shall keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the records of the Corporation. The Secretary shall be responsible for giving proper notices in accordance with the provisions hereof, and shall perform, in addition, all of the usual duties of correspondence prescribed from time to time by the Board of Directors.

Section 7. Duties of the Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. All checks of the Corporation shall be signed by any two of the following: President, Vice-President, Treasurer or an accounting firm. Notwithstanding Section 6, the Treasurer shall be responsible for giving notice to Members relating to assessments or delinquencies, and the Treasurer shall be charged with the duty to enforce collection of the annual assessments.

The Treasurer shall keep proper books of account and shall prepare an annual budget and annual financial statements which shall be presented to the Board of Directors for approval and then to the general membership for their information at the regular annual meeting.

The Treasurer shall submit to the Secretary and to the Election Committee a list of all Members and all delinquent Members as of the date of the mailing of ballots, to be used by the Secretary to determine those to receive ballots, and by the Election Committee to verify validity of the vote.

The Treasurer shall notify the Lien Docket Office on September 30 as to any assessment that is delinquent. Said list shall be updated as required after delinquent assessments are paid.

Section 8. Committee Members: Members of the Standing Committees of the Corporation and any Committee created by the Board of Directors in accordance with Article X shall perform the duties and functions of that Committee.

## **ARTICLE X – COMMITTEES**

Section 1. Standing Committees: The Standing Committees of the Corporation shall be:

|                          |  |
|--------------------------|--|
| Election Committee       | Grounds and Maintenance Committee                |
| Recreation Committee     | Financial Review Committee                       |
| Communications Committee | Architectural Review/Deed Restrictions Committee |

Unless otherwise provided herein, each committee should consist of a chairperson and two (2) or more Members and may include a Member of the Board of Directors for Board contact. The chairperson of each committee shall be responsible to the Board and report directly to the President for the execution of all duties and functions which come under the Committee's jurisdiction. The committee chairpersons and members shall be appointed by the incoming Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting. The Board of Directors may appoint such other committees as it deems necessary.

Section 2. The Election Committee: This Committee shall have the duties and functions described in Article VII of these By-Laws.

Section 3. The Recreation Committee: This Committee shall report directly to the President of the Corporation for all matters pertaining to the recreational functions and activities of the Corporation.

Section 4. The Communications Committee: This Committee shall inform the Members of all activities and functions of the Corporation as authorized by the Board of Directors. This committee shall consist of the *Hi-Lites* Newsletter, the LHMC Website, and the Welcome Committees.

Section 5. The Grounds and Maintenance Committee: There shall be a Grounds and Maintenance Committee member from each Cluster within Limestone Hills DPUD. The Grounds Maintenance Committee shall be directly responsible to the President of the Corporation for all matters pertaining to the maintenance of structures, landscaping, and signage to the community entrances; maintenance of walkways and Private Open Space; plowing and sanding of walkways, roads and roadways designated by the Board of Directors; and other functions that the Board in its discretion, determines.

Section 6. The Financial Review Committee: This Committee shall supervise a biennial financial review with transactional testing to be presented to the Board of Directors for approval. The Treasurer shall be an ex officio member of the Committee.

Section 7. The Architectural Review/Deed Restrictions Committee: This Committee shall execute the Architectural Review process in accordance with the Deed Restrictions and monitor compliance thereto, and will be guided by the Structure and Procedures for the Architectural Review Committee as adopted by the Board of Directors. The Committee will be chaired by the president or another board member appointed by the president.

#### **ARTICLE XI – MEETINGS OF MEMBERS**

Section 1. The Annual Meeting: of the Members shall be held on the 2<sup>nd</sup> Tuesday of June in each year, at the hour of 7:00 p.m. The place for the meeting shall be set and announced by the Board of Directors. If the day for the annual meeting cannot be held due to conditions beyond the Board's control, then the annual meeting of the Members will be held at the same hour of a subsequent day within one week.

Section 2. Special Meetings: of the general membership for any purpose may be called at any time by the President, by any three or more Members of the Board of Directors, or upon written request containing signatures of ten percent (10%) of the entire membership.

Section 3. Written Notice: of any meetings shall be given to the Members by the Secretary. Notice may be given to the Member either by delivery, or by sending a copy of the notice through the mail, postage thereon fully prepaid to the Member's address appearing on the books of the Corporation. All Members shall register their address with the Secretary, and notices shall be mailed to them at such address.

Notice of any meeting shall be mailed or delivered at least ten (10) days in advance of the meeting and shall set forth, in general, the nature of the business to be transacted; provided however, that if the business of any meeting shall involve an election governed by Article VII of these Bylaws or any action governed by the Articles of Incorporation or by the Declaration of Restrictions, notice of such meeting shall be given or sent as therein provided.

Section 4. Quorum: The presence at any meeting of Members of each Cluster within the Limestone Hills DPUD entitled to cast one-tenth (1/10) of the votes for each such Cluster, in person or by proxy, shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation shall require a quorum as therein provide.

#### **ARTICLE XII – BOOKS AND PAPERS**

The books, records and papers of the Corporation shall be subject to the inspection of any Member during reasonable hours.

#### **ARTICLE XIII – CORPORATION SEAL**

The Corporation shall have a seal in circular form having within its circumference the words: “LIMESTONE HILLS MAINTENANCE CORPORATION – Corporate Seal”.

#### **ARTICLE XIV – MODIFICATION OF BY-LAWS**

These By-Laws shall be modified or repealed, or new By-Laws shall be enacted by the approval of the majority of the Members present at any general meeting of the membership provided that at least ten (10) days advance written notice, containing the proposed changes, is given of the intent to modify or repeal or enact said By-Laws.

#### **ARTICLE XV – INSURANCE**

The Corporation shall obtain a policy of general liability insurance with Directors’ and Officers’ liability coverage to cover Directors, Officers, Committee Persons, Employees, and Agents of the Corporation while conducting normal activities within the scope of their duties. In addition, the Corporation shall obtain any other insurance that it shall deem necessary.

#### **ARTICLE XVI – LIMITATION ON PERSONAL LIABILITY**

A Director of the Corporation shall not be held liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director. This provision does not eliminate or limit the liability of a director for

- (i) any breach of the director’s duty of loyalty to the Corporation or its members; or
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (iii) to the extent it could apply to this Corporation, for wrongful payments of dividends and other sums under 8 Del. C. Section 174; or
- (iv) for any transaction from which the director derived an improper personal benefit. This Article does not eliminate or limit the liability of directors for any acts or omissions occurring prior to the date when this Article became effective (adopted 12-7-86).

**CERTIFICATION OF SECRETARY**

I, the undersigned, the duly elected and active Secretary of Limestone Hills Maintenance Corporation, a non-profit corporation of the State of Delaware, do hereby certify that the foregoing resolution is a true and correct resolution of Limestone Hills Maintenance Corporation, adopted by the Board of Directors.

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Secretary

Dates revised: October 10, 1991; June 8, 2010; June 14, 2011