

**BYLAWS  
OF  
WILLOW GROVE MILL SECTON 2 HOME OWNER'S ASSOCIATION, INC.**

**ARTICLE I  
OFFICES**

**Section 1. Offices.** The address of the registered office of Willow Grove Mill Section 2 Home Owner's Association, Inc. (the "Corporation") in the State of Delaware shall be at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The Corporation may have other offices, both within and without the State of Delaware, as the board of directors of the Corporation (the "Board of Directors") from time to time shall determine or the business of the Corporation may require.

**ARTICLE II  
MEETING OF MEMBERS**

**Section 1. First Meeting of the Members.** The first meeting of the members shall be called by the Incorporator or a person or entity acting duly on behalf of the Incorporator and shall be for the purpose of nominating and electing a Board of Directors consisting of homeowners of Willow Grove Mill Section 2. The Incorporator or the person or entity acting duly on behalf of the Incorporator shall send each homeowner notice of the meeting at least twenty (20) days before the meeting. The notice shall specify the place, day, and hour of the meeting and shall state that the purpose of the meeting is to nominate and elect a Board of Directors. The notice shall list each office and describe the duties associated with such office. Nominations shall be accepted by the Incorporator or the person or entity acting duly on behalf of the Incorporator in any form up and until the time of the election. A list of nominations, including the offices that the nominee is interested in, shall be prepared by the Incorporator or the person or entity acting duly on behalf of the Incorporator. The Incorporator or the person or entity acting duly on behalf of the Incorporator shall oversee the election and shall remain in power until the Board of Directors is duly elected. Elections shall be by ballot, by plurality vote. Notwithstanding any contrary provision in the governing documents, quorum requirements for nomination and election of the first Board of Directors consisting of homeowners shall be duly satisfied if the meeting is properly noticed on conformance with this section.

**Section 2. Annual meetings.** After the Board of Directors comprised of homeowners is elected, each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year following the first election meeting, at which meeting they shall elect by ballot, by plurality vote, a Board of Directors and may transact such other business as may come before the meeting. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

**Section 3. Special meetings.** Special meetings of the members may be called at any time by the President and must be called on the request, in writing or by the vote of the majority, of the Directors, or at the request in writing of five (5) or more members of the Corporation.

**Section 4. Notice of meetings.** Except as otherwise noted herein, written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least fifteen (15) days before the meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the corporation, or supplied by the member to the corporation for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. No change in the time or place of a meeting for the election of Directors, as fixed by these Bylaws shall be made within ten (10) days before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each member entitled to vote in person, or mailed to his or her last known post office address, at least the (10) days before the election is held.

**Section 5. List of members.** A complete list of members entitled to vote, arranged in alphabetical order, shall be prepared by the Secretary and shall be open to examination by any member at the principal office of the Corporation and the place of election, for ten (10) days prior thereto, and during the whole term of the election.

**Section 6. Proxies.** Each member entitled to vote shall, at every meeting of the members, be entitled to vote in person or by proxy, in writing and signed by him or her, but no proxy shall be voted after one (1) year from its date, unless it provides for a longer period. Every proxy shall be revocable and shall automatically cease upon conveyance of the lot. Such right to vote shall be subject to the right of the Board of Directors to close the transfer books or to fix a record date for voting members as hereinafter provided and if the Directors shall not have exercised such right, no vote shall be cast at any election for Directors by anyone who shall have accepted membership in the Corporation within ten (10) days of such election. Only one (1) vote shall be cast with respect to each lot in Willow Grove Mill Section 2. In the event that members who hold title to any lot either by the entireties, or as joint tenants, or as tenants in common, attempt to cast the vote for such lot in conflicting ways, such vote shall be recorded as a fractional vote.

**Section 7. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty (30) percent of the total members entitled to vote shall constitute a quorum (counting one member for each lot regardless of the number of persons holding title to such lot) for any action except as otherwise provided in the Certificate of Incorporation, the Declaration of Restrictions, or these Bylaws. If however, a quorum shall not be present at any meeting, the members entitled to vote thereon shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

### **ARTICLE III BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

**Section 1. Number.** The property and business of the Corporation shall be managed and controlled by its Board of Directors, consisting of two (2) or more Directors, not to exceed five (5). Directors must be members of the Corporation.

**Section 2. Election.** At the second meeting of the Corporation, the members shall elect the Directors for a one year term. The Directors shall hold office until the next annual election and until their successors are elected and qualify.

**Section 3. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board, though less a quorum, by majority vote, and shall serve for the unexpired term of his or her predecessor.

**Section 4. Compensation.** No Director shall receive compensation for any service rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

**Section 5. Action taken without a meeting.** 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 approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

#### **ARTICLE IV MEETING OF DIRECTORS**

**Section 1. Regular meetings.** After each annual election of Directors, the newly elected Directors may meet for the purpose of organization, the election of officers, and the transaction of other business, at such place and time as shall be fixed by the members at the annual meeting, and if a majority of the Directors be present at such place and time, no prior notice of such meeting shall be required to be given to the Directors. The place and time of such meeting may also be fixed by written consent of the Directors.

**Section 2. Special meeting.** Meetings of the Directors may be called by the President on five (5) days notice in writing or on two (2) days notice by telephone to each Director and shall be called by the President in like manner on the written request of two (2) Directors. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

#### **ARTICLE V POWERS AND DUTIES OF THE BOARD**

**Section 1. Powers.** The Board of Directors shall have the power to:

A. Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws, the Certificate of Incorporation, or the Declaration of Restrictions;

B. Declare the office of a member of the Board of Directors to be vacant in the event the member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

C. Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties; and

D. Close the membership rolls of the Corporation for a period not exceeding ten (10) days preceding the date of any meeting of members.

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

A. Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement of its acts and corporate affairs to the members at the annual meeting of the members or at any special meeting when the statement is requested in writing by five (5) or more members of the Corporation;

B. Supervise all officers, agents and employees of the Corporation, and to see that their duties are properly performed;

C. As more fully provided here, and in the Declaration of Restrictions, to:

1.) determine the amount of the annual assessment against each lot for approval by vote of the Corporation's members at least thirty (30) days in advance of each annual assessment period; and

2.) send written notice of each assessment to every Lot owner subject thereto at least thirty (30) days in advance of each annual assessment period;

D. Issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge, not to exceed five dollars (\$5) may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

E. Procure and maintain adequate liability and hazard insurance on property owned by the Corporation.

F. Cause all officers, employees or independent contractors having fiscal responsibilities to be bonded, as it may deem appropriate; and

G. Enforce the Declaration of Restrictions.

## **ARTICLE VI COMMITTEES**

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate such committees as it deems necessary or desirable, each such committee to consist of two (2) or more of the Directors of the Corporation. Such committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case. Such committees shall have and may exercise the powers of the Board of Directors to the extent as provided in such resolution or resolutions.

## **ARTICLE VII OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be a President, one or more Vice-Presidents, Secretary, Treasurer, and such other officers as may from time to time be chosen by the Board of Directors. The President and Vice President shall be chosen from among the Directors. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

**Section 1. Duties of the President.** The President shall be the chief executive officer of the Corporation. It shall be his duty to preside at all meetings of the members and Directors; to have general and active management of the business and the Corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all agreements and other instruments in the name of the Corporation, and to affix the corporate seal thereto when authorized by the Board of Directors.

He shall have the general supervision and direction of the other officers of the Corporation and shall see that their duties are properly performed.

He shall submit a report of the operations of the Corporation for the year to the Directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

He shall be ex-officio a member of all committees and shall have the general duties and powers of supervision and management usually vested in the office of the President of a corporation.

**Section 2. Vice-President.** The Vice-President or Vice-Presidents, in the order designated by the Board of Directors, shall be vested with all powers and required to perform all the duties of the President in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

**Section 3. President Pro Tem.** In the absence or disability of the President and the Vice-President(s), the Board may appoint from their own number a president pro tem.

**Section 4. Secretary.** The Secretary shall attend all meetings of the Corporation, the Board of Directors, and any committee meetings. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of members and Directors and shall perform such other duties as shall be assigned to him by the President or the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall have custody of the funds and securities of the Corporation and 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

He shall disburse the funds of the Corporation as may be ordered by the Board or President, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Corporation, and at the regular meeting of the Board next preceding the annual members meeting, a like report for the preceding year.

He shall keep an account of the members of record in such manner and subject to such regulations as the Board of Directors may prescribe.

He shall give the Corporation a bond, if required by the Board of Directors, in sum and in form and with corporate security satisfactory to the Board of Directors for the faithful performance of the duties of his office and the restoration to the Corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession, belonging to the Corporation. Such bond and security shall, if required, be provided at the Corporation's expense. He shall perform such other duties as the Board of Directors may from time to time prescribe or require.

**Section 6. Delegation of duties.** In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the majority of the Board, the Board of Directors may delegate his powers or duties to any other officer or to any Director for the time being.

## **ARTICLE VIII ASSESSMENTS**

**Section 1. Creation of the lien and personal obligation of assessments.** By the Declaration of Restrictions, each member is deemed to covenant and agrees to pay to the Corporation annual assessments or charges. The annual assessments, together with interest and costs of collection, as provided below, shall be a charge on the land and shall be a continuing lien upon the property against which each assessment is made. Each assessment, together with interest, cost and reasonable attorney's fees shall also be the personal obligation of the person

who was the owner of the property at the time when the assessment fell due and shall not pass to successors in title unless expressly assumed by them.

**Section 2. Purpose of assessments.** The assessments levied by the Corporation shall be used to provide for the orderly preservation of property values for the individual Lots and, to that end, to subject the Subdivision to the covenants and restrictions set forth in the Declaration of Restrictions, and any of the other purposes as set forth in these Bylaws, the Certificate of Incorporation or the Declaration of Restrictions.

**Section 3. Annual assessments.** An annual assessment shall be set by a majority vote of the members who are voting in person or by proxy at the annual meeting.

**Section 4. Uniform rate.** Both annual and special assessments must be fixed at a uniform rate for all lots.

**Section 5. Remedies for non-payment of assessments.** Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate to twelve-percent (12%) per annum, and the Corporation may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by nonuse or abandonment of his or her lot.

## **ARTICLE IX BOOKS AND RECORDS**

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration of Restrictions, the Certificate of Incorporation and the Bylaws of the Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable cost not to exceed five dollars (\$5.00) for all three (3) documents.

## **ARTICLE X CORPORATION PAYMENTS**

All checks, drafts or orders for the payment of money shall be signed by the President and the Treasurer or by such other officer or officers as the members of the Corporation may approve.

## **ARTICLE XI MEMBERS OF RECORD**

The Corporation shall be entitled to treat the title holder or holders of record of any lot in Willow Grove Mill Section 2 as members in fact of the Corporation, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such lot or memberships on the

part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware.

**ARTICLE XII  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January of each year.

**ARTICLE XIII  
AMENDMENT**

These Bylaws may be amended, altered, repealed or added to at any regular meeting of the members or at any special meeting called for that purpose, by affirmative vote of seventy-five percent (75%) of the members of the Corporation at any time after the first meeting of the members of the Corporation following the election of a Board of Directors comprised of homeowners.

**ARTICLE XIV  
INCORPORATED BY REFERENCE**

All of the terms, conditions, matters and information contained and more fully set forth in the Certificate of Incorporation and Declaration or Restrictions are incorporated by reference.