

**Barclay Farms Homeowners Civic Association**  
**By-Laws approved by the membership on 1/24/2005**  
**And amended on 9/29/2005, 12/7/2006, 9/18/2007, 03/20/2009.**

**By-Laws**

**ARTICLE I            Membership and Voting**

**1.1    Eligibility**

**Regular Membership:**

Each person who can prove residency in the Barclay Farms development will be granted regular membership in the BFHCA providing all dues and/or assessments of the Association are paid to date.

**1.2    Special Membership:**

The owner(s) of each home site, as defined in the record plan of the Community on tax parcel maps, is/are and remain(s) as such, is/are automatically a Special Member of the Association for purposes of voting on matters concerning the purchase of the community. For purposes of this Special Membership the home owner(s) of each site is/are not required to pay dues to the Association however, the membership privileges are limited to those matters concerning the decision to purchase the Community pursuant to the Right of First Offer (Delaware Title 25 Chapter 70 §7026).

**1.3    Membership Required**

All elected and appointed positions will be held by members of BFHCA.

**1.4    Number of Votes**

Each member may cast one (1) vote on any issue at any General or Special Meeting of the BFHCA.

**ARTICLE II            Non-Discrimination Policy**

It is BFHCA policy that all programs, projects and activities of the Association shall be conducted without any discrimination based upon race, creed, color, national origin, sex, political affiliation or beliefs.

**ARTICLE III            Executive Council**

**3.1    Composition**

The Executive Council will be made up of at least five (5) but no more than nine (9) members.

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**3.2 Election**

The Directors of the Executive Council will be elected by a majority of the voting members at the September General Membership meeting. Only one (1) member per household may be nominated to the Executive Council.

**3.3 Terms**

Terms will begin on the first day of the October immediately following the Election. Each Director will be elected to a term of two (2) years.

**3.4 Term Staggering**

The Directors shall serve for two years, elected on a staggered term.

**3.5 Duty of the Executive Council**

The Executive Council shall conduct the administrative business of BFHCA based upon the Purposes stated in the Letter of Incorporation.

**3.6 Meetings**

The Executive Council will meet no less than once a quarter.

**3.7 Quorum**

A quorum of no less than two thirds (2/3) of the members of the Executive Council must be present to vote on any issue before the Executive Council.

**3.8 Forfeiture of Office**

An individual will forfeit membership on the Executive Council if there are three (3) consecutive, unexcused absences.

**3.9 Vacancies**

If a vacancy on the Executive Council occurs the remaining members of the Executive Council shall appoint a replacement for the remainder of the term of the vacant position.

**3.10 Recall**

The recall of a member of the Executive Council may be accomplished by the following procedures:

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- A petition by no less than 20 percent (20%) of the membership will be prepared stating, the specific reason(s) for the requested recall.
- This petition will be presented to the President. However, if the subject of the recall is the President, the petition may be presented to ANY Director. That Director will proceed with the recall process in the place of the President.
- The subject of the recall will be presented with a copy of the petition and given the option of resigning or requesting a vote on this issue by the membership at a Special Meeting of the Association.
- If a Special Meeting is requested, it will be scheduled within ten (10) days. At the Special Meeting both sides of the issue will have an opportunity to present their case and a vote will be conducted.

**ARTICLE IV            Officers & Directors**

No member of the Executive Council may commit the Executive Council or the membership of the BFHCA on any matter that the Executive Council member may discuss with anyone associated with Barclay Farms owners or management, elected officials or business representatives without first presenting the issue in a discussion to the Executive Council or membership for a vote.

**4.1    President**

- The Executive Council shall, each year, select one member to serve as President. The President shall preside over all Executive Council and Membership Meetings.
- Will execute all orders and resolutions of the Executive Council.
- Will schedule meetings of the Executive Council.
- Will represent BFHCA in all matters of interest to the Membership.
- Will form necessary committees.
- Will have the option of appointing Committee Chairmen unless otherwise specified in these Bylaws.
- Will form the Nominating Committee and the Voting Authority in timely order.

**4.2    Vice President**

- The Executive Council, each year, will select one member to serve as Vice President.
- Will assume the duties of the President during an absence, incapacity, or recall of the President.

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- May co-sign all disbursement checks.
- Will serve as a member of the Membership Committee.

**4.3 Secretary**

- The Executive Council, each year, will select one member to serve as Secretary.
- Will be responsible for keeping minutes of all Executive Council meetings and Meetings of the Whole.
- Will be responsible for correspondence of BFHCA.
- Will serve as custodian of all Association records (minutes and correspondence) and archives.
- Will keep records of attendance for both Executive Council and General Membership Meetings.
- Will give notice to the membership at large of all meetings and events, in a timely manner.
- Will prepare and keep on file the names, addresses, and other pertinent data, on all members.
- May co-sign disbursement checks.

**4.4 Treasurer**

- The Executive Council, each year, will select one member to serve as Treasurer.
- Will be responsible for maintaining, for the BFHCA, full and accurate financial records and accounts.
- Will be responsible for making disbursements of the BFHCA, and may co-sign all checks.
- Will be the controller of all monies for the use of the BFHCA.
- Will prepare a financial report for all General Membership Meetings.
- Will present a Treasurer's report at all regularly scheduled Executive Council Meetings.
- Will be a member, but not the Chairman, of the Finance Committee.
- Will archive financial records as required by law, after which the records are to be shredded.

**4.5 Directors**

- Will serve as "At Large" representatives of the community.
- Will represent the homeowners, and interact with them to keep the Association members abreast of matters before the Executive Council, matters on which the general membership will vote, and upcoming special events.

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**ARTICLE V**            **Meetings of the Whole**

Two (2) types of meetings can be held: General Meetings and Special Meetings.

**5.1**    **Parliamentary Procedures**

Robert's Rules of Order will be the guide for all meetings of BFHCA except where there is a specific conflict relating to the Bylaws of the Association.

**5.2**    **Notice of Meetings**

An agenda and a meeting call will be posted at least seven (7) days prior to a meeting. The posting will be in a public place within the community, published in the newsletter, and/or via the Internet. Copies of the Association newsletter, *From The Horses Mouth (FTHM)* which include a notice of a General or Special Meeting shall be delivered to each house in the Community at least seven (7) days and not more than thirty (30) days prior to the meeting date. Delivery may be by hand delivery or U.S. Mail.

**5.3**    **General Meetings**

General Meetings will be held each year in March and in September. Members will notify the Secretary of an item they wish to place on the Agenda of a General Meeting no later than three (3) weeks before the meeting. Agenda items will also be accepted from the floor. However, advance items will be given a higher priority on the agenda.

5.3.1 The March meeting is for the purpose of Budget approval, Dues approval and other business that may be brought to the Association according to the Bylaws.

5.3.2 The September meeting is for the purpose of electing officers, and other business that may be brought to the Association according to the Bylaws.

**5.4**    **Special Meetings**

5.4.1 The Executive Council has the authority to call a Special Meeting of the membership for any purpose. It requires a simple majority of the Executive Council to call a Special Meeting.

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5.4.2 A group of members of the Association may petition the Executive Council to call a Special Meeting:  
A Special Meeting that does not include discussion or action regarding the purchase of the Community, may be requested by a petition bearing the signatures of no less than five (5) percent of the Association's REGULAR MEMBERSHIP. If the Executive Council fails to honor the petition by a majority vote, the REGULAR MEMBERSHIP may present a second petition with no less than ten (10) percent of the Association's REGULAR MEMBERSHIP. This second petition must be honored by the Executive Council.

5.4.3 A Special Meeting with an agenda that includes a discussion or vote on the possible purchase of the Community in accordance with Delaware Code Title 25, Chapter 70, §7026 may be called by a petition signed by no less than five (5) percent of the REGULAR and SPECIAL Members of the Association. Only one (1) REGULAR or SPECIAL member per house may be counted when determining the five (5) percent. The Executive Council must honor this petition and must call the Special Meeting within thirty (30) calendar days of receipt of the petition.

**5.5 Quorum**

A quorum at meetings of the Whole will consist of:

5.5.1. Twenty (20) percent of the total REGULAR Membership of the Association for Meetings which do not include items regarding the purchase of the Community.

5.5.2. Twenty (20) percent of the occupied homes in the Community must be represented by one REGULAR or SPECIAL member when the meeting agenda will include items regarding the purchase of the Community as described in Delaware Code Title 25, Chapter 70, §7026.

**ARTICLE VI**

**Financial Policy**

**6.1 The Fiscal Year of BFHCA is May 1 through April 30 of each year.**

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**6.2 Approval** All financial matters must be approved by the Executive Council.

**6.3 Limits**

Approval of the general membership of BFHCA is required for:

6.3.1 All expenditures in excess of ten (10) percent of the annual budget.

6.3.2 Adjustments of dues.

**6.4 Bonding**

Upon recommendation of legal council or advisors, the Executive Council may authorize expenditures for insurance and/or bonding of the Executive Council members.

**6.5 Budget**

It is the policy of BFHCA to operate with a balanced budget. The BFHCA will operate in such a manner as to minimize expense. A preliminary budget will be prepared by the Finance Committee, and be presented to the Executive Council at its January meeting.

**6.6 Dues**

Upon acceptance of the Finance Committee Report by the Executive Council, the recommended dues assessment will be included in the Agenda of the March General Meeting. Dues for new residents of the community and residents whose membership has lapsed for more than two (2) years may join BFHCA on a pro-rated basis.

**6.7 Signatories**

All monies dispersed by check, will bear the signatures of two (2) of the three (3) authorized Officers. The authorized Officers are the Vice President, Secretary and Treasurer.

**ARTICLE VII Committees**

**7.1 Types**

There are two (2) types of Committees in the BFHCA. Standing Committees are those that have a continuing goal and time frame. Temporary Committees have a mission of an established time frame and/or a goal which, when accomplished, negates the need for the committee's

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existence. Additional committees of either type may be established by the President. Any committee that requires a budget must be approved by the Executive Council and a definition must be placed in the Bylaws.

**7.2 General Characteristics**

- A representative of each committee will submit a report of their past activities and future plans at each Executive Council Meeting. At the discretion of the President these reports may be required to be in writing.
- Will have a minimum of three (3) members.
- Will establish and maintain a Standard Operating Procedure (SOP) for their reference and for future reference.
- Will keep a record of expenditures, and prepare a budget request for the coming year, no later than December 31<sup>st</sup>.

**7.3 Standing Committees**

The following Standing Committees are recognized necessary for the proper functioning of the BFHCA:

**7.3.1 Communications**

The Communications Committee's mission is to disseminate information to the members of the BFHCA. The method of dissemination may be any or all of the following: newsletter, phone, bulletin boards, Internet, etc.

**7.3.2 Finance**

The Finance Committee, working with the Treasurer (who may not serve as the Chairman of this committee), will recommend a budget for the BFHCA for the next fiscal year. This budget will include a recommendation of the dues for the following year. The Finance Committee's recommendation will be presented at the January meeting of the Executive Council. The Treasurer and two (2) members of the Finance Committee will be in attendance at this meeting.

**7.3.3 Financial Audit**

The Financial Audit Committee will review the financial records of BFHCA for the previous year and, if required, prior years. It will submit in both written and oral format, the results of the audit to the Executive Council, and at the September General Meeting of the BFHCA membership. For

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the sake of continuity of this Committee, one (1) new member will be appointed annually with the senior (in service) member retiring.

**7.3.4 Membership**

The Membership Committee, working with the Vice President (who may not serve as the Chairman of this committee), will maintain the roster of BFHCA members and strive to increase this membership. They will prepare and disseminate information about the Association and any other local data as they see fit.

**7.3.5 Social**

The Social Committee will plan and recommend six (6) or more social events for each year, for the enjoyment of members and to promote a sense of community. It will coordinate activities with the Barclay Farms Activity Director, as needed, in addition to the Executive Committee.

**7.4 Temporary Committees**

The following Temporary Committees are recognized as necessary for the proper functioning of the BFHCA:

**7.4.1 Nominating**

The Nominating Committee will publish a list of candidates nominated by the Committee no less than ten (10) days prior to the election. This list of nominees shall also be provided to the Voting Authority so it can prepare a ballot for the election. This list should include a brief biography about each candidate. At a minimum, this information will include the name, address and telephone number of each candidate. The Nominating Committee will provide as many qualified candidates for each office as is possible. This Committee will serve for the duration of one (1) election.

**7.4.2 Voting Authority**

The Voting Authority shall prepare the ballot and publish it no later than one (1) week prior to the election. The Authority will supervise the voting at a specified meeting of the whole. Members of the Executive Council, slated candidates and members of the Nominating Committee may not serve on the Voting Authority.

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**7.4.3 Community Purchase Committees:**  
Committees consisting of not less than seven (7) homeowners shall be appointed to investigate and report on Community Purchase issues. The membership for each committee shall be open to members and SPECIAL members.

**ARTICLE VIII**      **Amendment Process**

**8.1**      **Proposed Amendments**

Proposals for an Amendment to the Bylaws can originate from the Membership or the Executive Council.

**8.1.1**      **Membership**

An Amendment Proposal signed by at least twenty percent (20%) of the membership should be delivered to the Secretary, who will present it to the Executive Council for action. The Amendment Proposal will contain the full text of the proposed amendment and a statement explaining the need for the amendment.

**8.1.2**      **Executive Council**

The Executive Council may prepare a petition for an amendment, which will contain the full text of the proposed amendment and a statement explaining the need for the amendment.

**8.1.3**      **Executive Council Action**

Both actions require a seventy-five percent (75%) vote of the Executive Council. Upon an affirmative vote, the President will order the Secretary to schedule a Special Meeting to be held within thirty (30) days for the membership to obtain more information and allow discussion regarding the Amendment Proposal.

**8.2**      **Resubmission of Proposal**

If the Amendment Proposal is rejected by the Executive Council, the proposal may be re-submitted to the Council along with the petition containing signatures of an additional ten (10) percent of the membership. This re-submitted Amendment Proposal is NOT voted on by the Executive Council, but is processed as if it had passed an Executive Council vote.

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**8.3 Statement of Executive Position**

Within fourteen (14) days of the Special Meeting of the Executive Council, the Council will prepare a Statement of Executive Position on the requested Amendment Proposal. The position statement, the amendment and the supporting documentation provided, will be submitted to the Secretary.

**8.4 Scheduling the Vote**

The Secretary will schedule a Special Meeting to be held within twenty-one (21) to thirty (30) days to vote on the Amendment Proposal. A sample ballot for that vote, along with the Amendment Proposal documentation, will be published in the official publication of BFHCA.

**8.5 Voting on the Amendment Proposal**

**8.5.1 Monitoring**

All voting will be monitored by a Voting Authority.

**8.5.2 Adoption**

Adopting an amendment to the BFHCA By-Laws requires a two thirds (2/3) majority affirmative vote of the voting members at a General or Special Meeting.

**8.6 Entry into the Minutes**

Upon approval, the Secretary will enter the Amendment into the official BFHCA documents. This entry will include a notation of the date of adoption of the amendment.

**8.7 Effective Date**

The new Amendment will become effective immediately. Updated documents will be made available to all the membership within fourteen (14) days of adoption.

**8.8 Rejection**

A rejected proposal of amendment may be resubmitted through the amendments process no more than twice in one year.

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**ARTICLE IX BOOKS AND RECORDS:**

The books, records, and papers of the Association are at all times, during reasonable business hours, subject to inspection by any member. The Certificate of Incorporation and the By-Laws of the Association are available for inspection by any member at the principal office of the Association. Copies may be purchased at a reasonable cost, to be determined by the Executive Council, to defray copying and administrative costs.

**ARTICLE X Date of Adoption**

These Barclay Farms Homeowners Civic Association Bylaws were adopted by a two thirds (2/3) majority vote of the members of the BFHCA present at the meeting held to adopt them.

**January 24, 2005**  
**(Month/Day/Year)**

**Signed (Signatures on file)**

\_\_\_\_\_ **Richard E. Maly** \_\_\_\_\_, President

\_\_\_\_\_ **Timothy X. Webster** \_\_\_\_\_, Vice President

\_\_\_\_\_ **Eileen Franco** \_\_\_\_\_, Secretary

\_\_\_\_\_ **Harvey Lowing** \_\_\_\_\_, Treasurer

\_\_\_\_\_ **Lois Abendroth** \_\_\_\_\_, Director

\_\_\_\_\_ **Marjorie Dyer** \_\_\_\_\_, Director

\_\_\_\_\_ **Frank Flynn** \_\_\_\_\_, Director

\_\_\_\_\_ **David Fry** \_\_\_\_\_, Director

\_\_\_\_\_ **Robert Lockwood** \_\_\_\_\_, Director

**By-Laws amended by vote of the membership on September 29, 2005.**

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**By-Laws amended by vote of the membership on December 7, 2006.**

**By-Laws amended by vote of the membership on March 20, 2009.**