

**BY-LAWS**  
**OF**  
**WAWASET MAINTENANCE CORPORATION**

(Revised 11/4/2007)

**ARTICLE I**  
**MEMBERS**

- (1) Each owner of real property within Wawaset Park ("Park") is, by virtue of such ownership, a member of the Wawaset Maintenance Corporation ("Corporation"). Joint owners of real property shall be regarded as a single member for all purposes.

**ARTICLE II**  
**MEETINGS OF MEMBERS**

- (1) The annual meeting of the members of the Corporation shall be held in Wilmington at such time and place as the Board of Trustees ("Board") shall fix each year.
- (2) Written notice of annual meetings shall be mailed, or had delivered, to each member at least fourteen (14) days prior to the date of such meetings.
- (3) Special meetings of the members may be called by the President or the Board at any time and must be called by the President on the written request of twenty (20) or more members.
- (4) Written notice of a special meeting of members stating the time, place and purpose shall be mailed, or hand delivered, at least four (4) days prior to such meeting. No business shall be transacted at such special meeting other than that stated in the notice.
- (5) The representation, in person or by written and signed proxy, of at least fifteen (15) percent of the members shall constitute a quorum at any meeting of the members for the transaction of business. The vote of the majority of members so represented shall be the act of the members with each member entitled to one (1) vote.

**ARTICLE III**  
**TRUSTEES**

- (1) The property and business of the Corporation shall be managed by a Board of Trustees. For purposes of constituting the Board, Wawaset Park shall be divided into twelve (12) districts, each containing, so far as practicable, a similar number of residences. One (1) District Trustee shall be elected from members living in each

such district. The District Trustees shall be divided into three (3) groups, with four (4) District Trustees in each group. At each annual meeting of members, one (1) group of District Trustees shall be elected for a term of three (3) years, or until their successors are elected. District Trustees elected pursuant to this paragraph shall not be eligible to succeed themselves in office, but are eligible to be elected as Trustees-At-Large.

(2) The Board may each year elect up to ten (10) members of the Corporation to serve as Trustees-At-Large for a term of one (1) year, or until their successors are elected.

(3) The Board may, at any meeting of the Board, fill the unexpired term of any Trustee made vacant by any cause. Any member chosen to fill the unexpired term of a District Trustee may be elected to succeed himself or herself in office, provided he or she has not served more than eighteen (18) months of the unexpired term.

(4) Regular meetings of the Board shall be held in Wilmington at such time and place as may be called by the President, with no more than ninety (90) days to elapse between meetings.

(5) Special meetings of the Board shall be held when called by the President and must be called by the President at the written request of two (2) or more Trustees. Notice of such special meetings stating the time, place and purposes of the meeting shall be given to all Trustees at least three (3) days prior to the meeting. No business shall be transacted at such special meeting other than that stated in the notice.

(6) Quorum: Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, the presence in person or by proxy of one-half ( $\frac{1}{2}$ ) of the trustees in office immediately before an annual, regular or special meeting begins shall constitute a quorum at such meeting; provided, that in no event shall a quorum consist of fewer than six (6) trustees. In case a quorum shall not be present at any meeting, a majority of the trustees entitled to vote thereat, present in person or by proxy, shall have the power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until the number of trustees necessary to constitute a quorum shall be present. At any adjourned meeting at which the number of trustees necessary to constitute a quorum shall be present, any business may be transacted that otherwise might have been transacted at the meeting as originally noticed.

(7) Voting: Each trustee shall be entitled to one vote, in person or by proxy, upon each matter submitted to a vote at any annual, regular or special meeting of the Trustees. A majority of the votes cast at a meeting of the trustees, which is duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which has properly come before the meeting, unless more or less than a majority of votes cast is required by law, the Certificate of Incorporation or these Bylaws. A vote of two-thirds ( $\frac{2}{3}$ ) of the Board membership is required to (a) amend or alter the by-laws per Article VII or (b) change the rate of assessment per Article VIII or (c) approve an exception to the setback provisions of Sub-Division IV of the Deed.

(5) Proxies: At all meetings of the Trustees a trustee may vote by written proxy granted to any other trustee of the corporation. Any such proxy shall be dated and executed by the trustee granting the proxy, and shall only be valid for the annual, regular or special meeting to which it applies. The trustee granting the proxy shall notify the secretary of such proxy by providing him or her with written notice thereof at least one (1) day prior to any meeting to which such proxy applies.

(9) Meetings Via Communications Equipment: The trustees may permit any or all trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.

(10) Action Without Meeting by Unanimous Consent. Action required or permitted by law or these Bylaws to be taken at a meeting of the Trustees may be taken without a meeting if the action is taken by all of the duly elected and qualified trustees of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last trustee signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(11) The Board's powers shall include the power:

- (a) to protect and enforce the provisions of the "Deed and Agreement Between du Pont Building Corporation and E. I. du Pont de Nemours & Company" ("Deed") dated February 28, 1919, as amended and extended;
- (b) to enter contracts and incur expenditures;
- (c) to elect all necessary officers;
- (d) to create such committees as it deems desirable and approve the persons to compose such committees;
- (e) to prescribe the powers and duties of such officers and committees;
- (f) to employ, prescribe duties and fix compensation for agents, clerks and workers;
- (g) to dismiss any elected or appointed officer or employee.



## ARTICLE IV OFFICERS

(1) The election of officers shall take place at the first meeting of the Board following each annual meeting of the members. Officers shall hold office for one (1) year, or until their successors are elected. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

(2) The President shall be the chief executive officer of the Corporation and shall exercise general supervision and administration over all its affairs. The President shall preside at all meetings of the members and the Board; shall see that orders and resolutions of the Board are effected; shall sign all written instruments authorized by the Board and shall co-sign all checks and promissory notes.

(3) The Vice President shall be vested with all the powers of the President and required to perform all his or her duties in the absence or disability of the President, and shall perform such other duties as may be prescribed by the Board or the President.

(4) The Treasurer shall be the custodian of the funds and securities of the Corporation and shall keep full and accurate records and accounts of all receipts, disbursements, credits, assets, liabilities and financial transactions of the Corporation. The Treasurer shall endorse for collection or deposit to the credit of the Corporation all bills, notes, checks and other negotiable instruments of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse such funds of the Corporation as prescribed by resolution of the Board.

(5) The Secretary shall keep full minutes of all the meetings of the members and of the Board. The Secretary shall be responsible for assuring that the records of the Corporation (other than those referred to in Paragraph 4 of this article) shall be kept current, available and secure as designated by resolution of the Board. The Secretary shall have charge of the seal of the Corporation and shall affix the seal on all documents requiring such seal and shall perform such other duties as may be prescribed by the Board or the President from time to time.

## ARTICLE V COMMITTEES

(1) All Committees shall report to the Board and have such powers and perform such duties as the Board shall prescribe or approve. The President, assisted by a nominating committee, shall propose for approval of the Board Trustees to serve as

Committee Chairmen. Approved Chairmen shall then promptly propose committee members for Board approval. There shall be the following standing committees, which shall have the responsibilities indicated plus any additional duties as prescribed by the Board from time to time.

- (2) The ARCHITECTURAL COMMITTEE shall administer the provisions of the "Deed" as amended and extended, regarding the use, placement, size, and exterior acceptability of new buildings or structures under guidelines and procedures approved by the Trustees. Such administration shall be pursued in a way that facilitates property owners' applications for change, consistent with Deed restrictions, neighbors' reactions, and maintenance of an architecturally attractive neighborhood.
- (3) The TREE COMMITTEE shall oversee the care of all trees located in the curb strips of Park streets and of Greenhill Avenue and trees on the islands at 11th Street, Crawford Circle, Bedford Court and Palmer Square in a way that maintains these trees in a healthy, safe and attractive condition for the enjoyment of all Park residents and, when necessary, provide for the removal of any existing trees and planting of new trees.
- (4) The GROUNDS COMMITTEE shall oversee the maintenance and beautification of lawns, shrubbery and plants on the islands at 11th Street, Crawford Circle, Bedford Court, and Palmer Square as well as the general appearance of common areas and the Park as a whole. This Committee shall devise and promote regular programs urging property owners to maintain sidewalks, curbing and grass strips between curbs and sidewalks in an attractive and safe condition consistent with City codes and Park standards for appearance.
- (5) The COMMUNITY RELATIONS COMMITTEE shall ensure that each new resident in personally called upon by a Trustee or Committee member within a few days of change of ownership or tenancy to:
  - (a) welcome the new residents to the Park;
  - (b) deliver a packet of information containing a copy of the Deed, the pamphlet entitled "History of Wawaset Park and Architectural Committee Guidelines," a letter from the President with useful information and a Park address list, and;
  - (c) help orient the new resident to the neighborhood and the Corporation. In addition, the Committee shall encourage activities that will foster a sense of community for all park residents.

(6) The TRAFFIC, SAFETY AND UTILITIES COMMITTEE shall help ensure the safety of Park residents by devising and implementing programs relating thereto and shall help ensure the general quality of various services by maintaining active liaison with City of Wilmington agencies and public utilities in areas including traffic control, parking, street maintenance, street lighting, police and fire protection, crime prevention, garbage collection, water and sewer service, and dog control.

(7) The FINANCE COMMITTEE shall oversee the financial health of the Corporation by preparing annual budgets, monitoring expenditures, conducting audits as appropriate, recommending to the Board any dues changes and special assessments, collecting past dues, recommending the filing of special liens, and overseeing the Treasurer's performance of his or her functions.

#### ARTICLE VI SEAL

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

#### ARTICLE VII AMENDMENTS

(1) As prescribed by the Certificate of Incorporation, the Board may alter or amend these by-laws by a vote of two-thirds (2/3) of its membership, at any regular or special meeting, provided notice of such alteration or amendment is given to each Trustee at least three (3) days prior to said meeting.

#### ARTICLE VIII ASSESSMENT

(1) The rate of assessment and time for payment of the annual maintenance charge assessed against property owned in Wawaset Park pursuant to the Deed shall be as provided by the Board. The Board may, from time to time, by a vote of two-thirds (2/3) of its membership change the rate of assessment as the needs of the Corporation may require.

11/4/2007