

BYLAWS of the Village of Long Creek Maintenance Corporation (Residents of the VOLC MC voted approval 4-9-2016)

ARTICLE I - NAME AND LOCATION

The name of the corporation is The Village of Long Creek Maintenance Corporation, hereinafter referred to as the "Corporation."

Meetings of members and directors may be held at such places within the State of Delaware, County of New Castle, as may be designated by the Board of Directors.

The name and address of the Corporation's registered agent in the State of Delaware is as set forth in the Certificate of Incorporation. The principal office of the Corporation shall be located at 130 Devalinder Drive, Newark, DE, 19702.

ARTICLE II - CORPORATE SEAL

The corporate seal shall have inscribed on it the name of the Corporation and the year of its incorporation.

ARTICLE III – DEFINITIONS

The following definitions shall be applicable to the words defined in this document:

(1) "**Assessment**" means regular payments by each Homeowner who equally shares the cost of lot maintenance and common area maintenance.

(2) "**Capital Reserve**" is an account in the corporation's budget that is reserved for long-term capital improvements or any other large and anticipated expense (s) that will be incurred in the future.

(3) "**Common Facilities**" shall mean and refer to those areas of land as identified in the Record Resubdivision Plan (2007) referred to as the Record Plan, as areas intended and devoted to the private common use and enjoyment of the Lot Owners. Common Facilities include all private open space designated on the Record Plan and also any common areas or common amenities that may be depicted on the Record Plan including, but not limited to, streets, curbs, sidewalks, water mains, sanitary/storm sewers and piping, all storm water management facilities including recharge systems, parks, recreational facilities, fire hydrants, landscaping, rights-of-way, easements, monuments and markers, common buildings and all other improvements now and hereafter located thereon which may now or in the future exist. Common Facilities are managed by the Maintenance Corporation in accordance with the Articles of Incorporation, Bylaws of the Maintenance Corporation, and the Maintenance Declaration of Restrictions.

(4) "**Common Facilities Maintenance**" shall mean general landscaping maintenance and yard maintenance activities such as branch and leaf removal, weeding, mulching and yard pruning, grass cutting, fertilization, and snow removal from the Common Facility and other common

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areas and includes trash collection and other services as needed. This includes any public street or right-of-way servicing the Community as shown on the Record Plan.

(5) "**Community**" shall mean the residential development known as The Village of Long Creek which is depicted on the Record Plan.

(6) The "**Corporation**" shall mean and refer to The Village of Long Creek Maintenance Corporation, a non-profit maintenance corporation incorporated under the laws of the State of Delaware, and its successors and assigns.

(7) "**DUCLIA**" means Delaware Uniform Common Interest Ownership Act, Title 25, Chapter 81.

(8) "**Entity**" means a legal form under which property is owned. "Legal Entity" means an association, corporation, partnership, proprietorship, trust, or individual that has legal standing in the eyes of law.

(9) "**Fee simple buyer**" is the most common type of land ownership, meaning that the owners have complete ownership of the land and the home, but are still subject to taxation and debt obligations on their mortgage.

(10) "**Homeowner**" shall mean and refer to the record title owner of the LOT, whether one or more persons or entities, of fee simple title to any Lot.

(11) "**Lien**" means a court-ordered money judgment that is a legal claim or hold on the property of a Homeowner who has not paid assessment fees that maintain the corporation (lot services and common areas) as required as well as any other charges incurred by the Corporation to obtain these regular assessments and/or any special assessments.

(12) "**Lot**" shall mean and refer to any plot of land intended for private individual residential use as shown in the Record Resubdivision Plan of the Village of Long Creek (2007).

(13) "**Lot Maintenance**" shall mean general landscaping maintenance and yard maintenance activities (e.g., branch and leaf removal, weeding, mulching, yard pruning, fertilization, and grass cutting of each Lot) and snow removal from driveways and sidewalks on or adjacent to each Lot. Services such as trash collection and other services and maintenance are to be performed on each Lot by the Maintenance Corporation as well as the repair or replacement of any fences located on any Lot.

(14) "**MDR**" means Maintenance Declaration of Restrictions.

(15) "**Member**" shall mean and refer to members of the Maintenance Corporation.

(16) "**Member in Good Standing**" shall mean and refer to every person or entity who holds Membership in the Corporation and is current on all assessments seven (7) days prior to any

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meeting when a vote of the membership is required (e.g., the Annual Budget Meeting or the Annual Election of the Board of Directors).

(17) "**Operational Reserve**" is an account in a corporation's budget that may be used for unexpected expenses over the annual budget that may even eliminate a special assessment. This money can be applied to any budget line item as needed.

(18) The "**Plan**" shall mean and refer to the Record Resubdivision Plan of The Village of Long Creek (2007).

(19) "**Plurality**" means a number of votes that is more than the number of votes for any other candidate or issue, but that is not more than half of the total number of votes.

(20) The "**Property**" shall mean and refer to all properties, including the Lots and Common Facilities that are included in the Record Plan.

(21) "**Quorum**" means the minimum number of members of an organization that must be present at any of its meetings to make the proceedings of that meeting valid.

(22) "**Special assessment**" means an assessment duly adopted from time to time for an unexpected, nonrecurring, or other common expense not included in the annual budget.

ARTICLE IV - MEMBERS AND MEETING OF MEMBERS

Section 1. Members. Each record holder of a residential Lot within the subdivision of The Village of Long Creek, as shown on the Record Subdivision Plan of the Village of Long Creek (the "Community"), said plan being recorded in the Office of the Recorder of Deeds in and for New Castle County, Delaware (the "Recorder's Office") recorded on August 30, 2007, as Instrument Number 20070905-0078625 (the "Plan"), for as long as they are and remain as such, automatically shall be a Member of the Corporation. At all meetings of the Corporation requiring a vote by the Members, the Owners of each Lot shall be entitled collectively to cast one vote in person, by absentee ballot, or by proxy, as defined in the Bylaws. The Annual Budget Meeting requires in-person voting only.

Section 2. Meetings of the Members

A. Regular Meetings/Special Meetings. Regular meetings are called as needed for communications and articulation with Homeowners and to transact VOLC MC business. Regardless the agenda, Homeowners shall be given a reasonable opportunity at any meeting to offer comments to the Executive Board regarding any matter affecting the Maintenance Corporation.

- 1) An **annual schedule of Homeowner meetings** should be distributed to all Homeowners as well as information indicating a special meeting or a cancellation of any meeting. Such notices of meetings to residents, except for cases of emergency, will not be fewer than 10 nor more than 60 days in advance of the meeting. The notice must state the time and place of the meeting and the items on the agenda, including an

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opportunity for Homeowners to offer comments to the Executive Board regarding any matter affecting the Maintenance Corporation.

2) **All meetings of the Executive Board shall be open to the Homeowners except for executive sessions** involving an attorney, litigation, mediation, arbitration, or personnel matters. These executive sessions can also be held to discuss labor or personnel matters, contract negotiations, or when public knowledge would violate the privacy of the Homeowner.

3) **The Executive Board must notify all Homeowners of its intention to adopt any proposed rule/regulation/policy** and a date when a meeting will be held to receive comments on the proposed rule/regulation/policy from the Homeowners before adopting or substantially amending any rule. This includes adoption of rules to establish and enforce construction and design criteria and aesthetic standards, procedures for their enforcement, and approvals and time frame for the applications which Homeowners must submit for such approvals. All rules/regulations/policies adopted must be reasonable.

4) **Special Meetings of the Members** may be called at any time by the President and must be called on the request or by the vote of the majority of the Directors, or, at the request in writing of six (6) or more members of the Corporation.

B. Annual Meetings of the Homeowners (Election and Budget)

1) **The Annual Election Meeting** of the Homeowners shall be called by the Board of Directors and shall be for the purpose of electing a Board of Directors consisting of Homeowners of the Village of Long Creek.

The Board of Directors/Nominating Committee shall send each Homeowner notice of the Annual Election Meeting at least thirty (30) calendar 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 elect the Board of Directors. Nominations shall be accepted by the Nominating Committee up to the time nominations are closed (15 calendar days prior to the vote). A list of nominees and a ballot shall be prepared by the Nominating Committee. Elections shall be by ballot, by plurality vote. Quorum requirements for election of the Board of Directors consisting of Homeowners shall be duly satisfied in the meeting and is properly noticed in conformance with this section.

The Annual Election Meeting of the Members shall be held in May of each year. At this meeting the Members shall elect by ballot, by plurality vote, a Board of Directors.

2) **The Annual Budget Meeting:** The Executive Board shall, at least annually, prepare a proposed budget for the Village of Long Creek community. Within 30 days after

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adoption of proposed budget, the Executive Board shall provide to all Homeowners a summary of the budget, including any reserves and a statement of the basis on which any reserves were calculated and funded. Simultaneously, the Executive Board shall set a date for a meeting of Homeowners to consider ratification of the budget not less than 14 nor more than 60 days after providing the summary. Unless at that meeting 66% of the membership rejects the budget, the budget is ratified, whether or not a quorum is present.

Section 5. Notice of Meetings. Except in cases of emergency meetings, which may be held without prior notice, not fewer than 10 nor more than 60 days in advance of any regular or special meeting of the Homeowners, the Secretary or other Officer shall cause notice of that meeting to be delivered to each Homeowner stating the time and place of the meeting and the items on the agenda; and in the case of a special meeting, the purpose of the meeting. Notice may be sent electronically if residents have approved electronic communication for official business; otherwise, notice will be sent through U.S.P.S. or hand-delivered.

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 via email, or mailed or hand-delivered to his/her last known post office address, at least ten (10) days before the election is held.

Section 6. List of Members in Good Standing. A complete list of Members in Good Standing entitled to vote, arranged in alphabetical order, is the responsibility of the Treasurer or other Board Member and shall be open to the examination of any voting Member by request for seven (7) calendar days prior to and during the whole term of the Annual Election and/or voting for the Annual Budget.

Section 7. Absentee/Proxy Voting. Each Member in Good Standing entitled to vote shall, at every meeting of the members where voting takes place, be entitled to vote in person, by absentee ballot, or by proxy ballot, except for the Annual Budget Meeting which requires in-person voting only as per DUCIOA.

- A. An absentee ballot and a proxy ballot will be attached to the document being voted upon and made available to each resident at least fourteen (14) days prior to the vote.
- B. Completed absentee ballots are to be submitted to the designated committee or Board Member five (5) days prior to the vote.
- C. A proxy ballot can be brought to the meeting itself where a vote is to take place, appropriately signed by the absent Homeowner
- D. Only one (1) vote shall be cast with respect to each Lot in the Village of Long Creek. These voting procedures include voting for the Maintenance Declaration of Restrictions (MDR) and the Bylaws, whenever they are before the residents for additions or changes.

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Section 8. Quorum. Twenty (20) percent of the total Members in Good Standing and present at the meeting will constitute a quorum and are entitled to vote. There is one exception: The Annual Budget Meeting does not require a quorum to be present for a vote to take place but does require in-person voting.

- A. If a quorum shall not be present at any meeting, the members entitled to vote there shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present
- B. Together with those persons present in person, Homeowners' votes by proxy or absentee ballot available at the beginning of the meeting comprise a quorum for that meeting.

ARTICLE V - 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 five (5) or more Directors, not to exceed nine (9). Directors must be Members in Good Standing of the Corporation. The election is annual for Board Members who take office for one year. Upon election in May each year, those elected will decide which Directors begin their 12-month term in May and which Directors begin their 12-month term in October. This overlapping of terms provides greater continuity for the business of the Village of Long Creek Maintenance Corporation. Should there be fewer members elected and a need for more directors working at the same time, these terms can be adjusted by the board members not to exceed one year as elected.

Section 2. Election. The Members in Good standing shall elect the Directors for a one (1) calendar year term in May as specified above in Article V, Section 1.

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 and shall serve for the unexpired term of the Director.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Corporation. However, Directors may be reimbursed for actual expenses incurred in the performance of their 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 (including electronic action) of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The Directors may not act by unanimous consent without input from the community when adopting a rule/policy/regulation.

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ARTICLE VI - MEETING OF DIRECTORS

Section 1. Regular Meetings. Following the close of the Annual Election Meeting, the newly elected Board of Directors will set a time and place for the selection of officer positions and determine which Board Members begin their term in May and which in October. This meeting and all subsequent meetings will be conducted for the purposes of organization and the transaction of other business. The Executive Board will meet at least quarterly and hold special meetings called by the President or a majority of the Executive Board. Whenever Board Members begin their terms other than in May, an additional meeting will be held for the selection of officer positions.

Section 2. Special Meetings. Meetings of the Directors may be called by the President on five (5) days' electronic notice to each Director and shall be called by the President in like manner or the written request of two (2) Directors. A majority of the Directors shall constitute a quorum.

ARTICLE VII - 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 the Bylaws, the Certificate of Incorporation, or the MDR.
- B. Determine by unanimous vote that a special assessment is necessary in order to respond to an emergency. Such special assessment shall become effective immediately. Notice of the emergency assessment shall be promptly provided to all Homeowners. The Executive Board shall spend the emergency assessment solely for the purposes described. Whatever amount remains from this special assessment at the end of the year will remain in that same account for the same purpose for the next fiscal year or be returned to residents.
- C. Determine and collect any Late Assessments, as defined in the MDR or Assessment Policy or Fine Schedule, and exercise such other powers as provided in the MDR.
- D. Employ a manager or an independent contractor, as deemed necessary, and to prescribe their duties.
- E. Close the membership rolls of the Corporation for a period not exceeding seven (7) calendar days preceding the date of any meeting of members when Homeowners are expected to vote.
- F. Adopt and publish rules/regulations/policies governing the use of the common properties and facilities, and the personal conduct of the members and their guests, and to establish penalties for infractions. The Executive Board must notify all Homeowners of its intention to adopt any proposed rule/regulation/policy and a date when a meeting will be held to receive

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comments on them from the Homeowners. All rules/regulations/policies adopted must be reasonable.

G. The Board may spend up to twenty (20) percent of the Operational Reserve for unbudgeted but necessary items within the budget year.

H. The Board may fill the position of any Board Member in the event that the Board member resigns or is no longer a Member of the VOLC MC.

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

A) Keep 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 Election Meeting of the members or at any special meeting when the statement is requested in writing for six (6) or more members of the Corporation.

B) Supervise all Officers and agents of this Corporation and to see that their duties are properly performed.

C) As more fully provided here, and in the Maintenance Declaration of Restrictions (MDR), to:

1) Determine the amount of the annual assessment against each Lot at least thirty (30) calendar days in advance of each annual assessment period.

2) Send written notice of each assessment to every Homeowner at least thirty (30) calendar days in advance of each annual assessment period.

D) Identify the committees needed and confirm volunteer membership in each committee as well as identify the ex-officio Board Member on each committee.

E) Issue a certificate upon request by the Homeowner that indicates whether or not the assessment has been paid. A reasonable charge may be made to cover the cost of the certificate.

F) Procure and maintain adequate liability and hazard insurance on property owned by the Corporation and insurance on Board Members.

G) Cause all Officers or independent contractors having fiscal responsibilities to be bonded or covered by errors and omissions insurance, as it may deem appropriate.

H) Cause all open space and common facilities to be maintained as required.

I) Cause each Lot to be serviced and maintained as provided under the MDR.

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J) Maintain the information regarding Liens against Homeowner property as provided in the MDR.

K) Perform such other duties as provided in the MDR.

ARTICLE VIII - COMMITTEES

The Board of Directors may designate such committees as it deems necessary or desirable for the sake of the community and its needs and interests. Each committee is to consist of one (1) or more of the Directors of the Corporation (ex-officio members) and Residents of the VOLC. Ex-officio Members do not vote as members of the committees. Committees shall meet at stated times or on notice to all. They shall fix their own rules of procedure, to be submitted to and approved by the Board of Directors, as well as minutes of each meeting. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case. All Committees shall make recommendations and report to the Board of Directors.

ARTICLE IX - OFFICERS OF THE CORPORATION

The Officers of the Corporation shall be President, Vice-President (2), Treasurer, Recording Secretary, Corresponding Secretary, and At-Large Board Member (up to 3) chosen by the Board of Directors. The Officers shall be chosen from among the Directors. The Officers of the Corporation shall hold office for one-year terms after the election with their terms starting in May or October after the election so there are overlapping terms between elected boards for greater continuity of service for the VOLC MC.

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 their powers or duties to any other Officer or to any Director for the time being. 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 entire Board of Directors.

Section 1. Duties of the President. The President shall be the Chief Executive Officer of the Corporation. It shall be the President's 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 rules/resolutions/policies 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 when authorized by the Board of Directors.

A) The President shall have the general supervision and direction of the other Officers of the Corporation. Board members are ex-officio members of the committees as assigned by the President.

B) The President shall submit a report of the operations of the Corporation along with the Directors to the members at a regular Homeowners Meeting, at least annually.

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C) The President shall be an ex-officio 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/s (2). The Vice-President/s shall be vested with all powers and required to perform all the duties of the President in the President's 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. Recording Secretary. The Recording Secretary shall attend all executive meetings of the Corporation and the Board of Directors, and may attend any committee meetings. The Secretary shall keep record of all Board meetings and assist in other responsibilities as prescribed by the Board of Directors.

Section 5. Corresponding Secretary. The Corresponding Secretary shall give proper notice of meetings to members and Directors, maintain records of the corporation, and shall perform such other duties as shall be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer will review all financial statements and bank records provided by a contracted entity for accuracy and completeness. The Treasurer and/or other Board Members will verify the accuracy of vendor invoices and authorize payment to the vendors in a timely manner.

A) The Treasurer will assist any contracted entity in the preparation of an annual budget and will monitor the financial condition of the Corporation throughout the fiscal year. The Treasurer shall render to the President and the Board of Directors an account of all the financial transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall provide a monthly statement of the budget for the Membership and assist in the preparation of the annual budget, the need for a special assessment, and such other duties as the President or Board of Directors may from time-to-time prescribe or require.

B) Two Board Members will review all bills and authorize payments if an external agency is contracted. Otherwise, two Board Members will review all invoices and sign all checks for the VOLC.

Section 6. At Large Board Members. At large Board Members will have specific responsibilities determined at the time of Board organization. These duties may vary in accordance with the needs of the community that may include finances, grounds, communications, etc.

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ARTICLE X - ASSESSMENTS

Section 1. Homeowner Obligation of Assessments and Creation of the Lien. By the Declaration, each member is deemed to covenant and agrees to pay to the Corporation both Annual Assessments (paid on a regularly-established basis) and Special Assessments (on an as-needed basis).

The annual and special assessments, together with interest and costs of collection shall be a charge against the Homeowner and, if not paid, on the property and shall be a continuing lien upon the property against which each assessment is made. Each assessment together with interest, costs, court fees, and attorney's fees shall also be the personal obligation of the Homeowner/s of the property at the time when the assessment fell due. The annual assessment shall be set as determined at the Annual Budget Meeting and any Special Assessment as determined by the Board.

Section 2. Purpose of Assessments. The assessments levied by the Corporation are used for the purpose of maintaining the private open spaces and common facilities as well as for Lot Maintenance as defined in the MDR. This also includes such incidental costs and expenses associated with The Village of Long Creek Maintenance Corporation and all improvements located thereon, including, but not limited to, storm water management facilities, common landscaping features, common buildings, and for the cost of labor, services, equipment, material, management and supervision and to generally carry out any other purposes of the Corporation as set forth in these Bylaws, the Certificate of Incorporation, or MDR.

Section 3. Annual Assessment. An annual assessment shall be set at the Annual Budget Meeting with the establishment of regular monthly payments or as otherwise decided at the annual Budget Meeting.

Section 4. Special Assessments. In addition to the annual assessments authorized above, the Corporation may levy in any calendar year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the payment for unexpected costs for emergency expenses or for repair or replacement of a described capital improvement involving the open space or common facility if there were not enough money in the current budget or the Capital Reserves. A special assessment, if necessary, shall be determined by the Board of Directors and may only be used for that purpose. As per DUCIOA, any special assessment must be used solely for that purpose and if not used in total, either maintained in that line item for the following budget year or returned to Homeowners.

Section 5. Uniform Rate. Both annual and special assessments must be fixed at a uniform rate for all Lots.

Section 6. Remedies for Non-Payment/Late Payment of Assessments. Any assessments which are not paid when they are due shall be delinquent. If the assessment were not paid within thirty (30) days after the due date, the assessment shall bear a late fee as determined annually by the Board of

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Directors. Ongoing increased charges/interest may be added to the late fee until all assessments are paid in full.

A) The Board of Directors will determine the fee structure annually for late assessments to match all incurred costs associated with obtaining these mandated assessments from the Homeowner/s. Costs may include late fees, interest charges, court costs, attorney's fees, etc.

B) The Corporation may bring an action of law against the Homeowner/s personally obligated to pay the assessment or foreclose the lien in due process against the property, with late fees, costs, court fees, and attorney's fees of any such action added to the amount of such assessment. No Homeowner/s may waive or otherwise escape liability for the assessments. It is expressly agreed that the assessments referred to above shall be a lien or encumbrance on the property with respect to which said assessments are made. It is expressly stated that by acceptance of title to any property included in the Community from the time of acquiring title, the Homeowner/s shall be held to have covenanted and agreed to pay said assessments to the Corporation.

ARTICLE XI - 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, including the Certificate of Incorporation. Each resident is provided without charge a copy of the MDR and Bylaws of the Corporation and can be found on the VOLC website.

ARTICLE XII -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 Board of Directors may approve; or approval for all payments must be made by identified officers if a contracted entity is paying the bills for the Village of Long Creek.

ARTICLE XIII - MEMBERS OF RECORD

The Corporation treats the title holder or holders of record of any Lot in The Village of Long Creek Resubdivision as Member/s of the Corporation, and 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, save as expressly provided by the laws of Delaware.

ARTICLE XIV - FINANCIAL YEAR

The financial year of the Corporation shall be January 1-December 31 of each year.

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ARTICLE XV - AMENDMENT

These Bylaws and the MDR 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 sixty-six percent (66%) of the Members of the Corporation.

ARTICLE XVI - INCORPORATED BY REFERENCE

Section 1: References are Inclusive. All of the terms, conditions, matters, and information contained and more fully set forth in the Certificate of Incorporation and Maintenance Declaration of Restrictions are incorporated by reference.

Section 2: Incorporation of Federal and Delaware Laws. All laws of the State of Delaware and the Federal Government that are decided after the adoption of these Bylaws and Declaration of Restrictions are subsequently incorporated as per the new laws and do not need a vote by the membership. The VOLC MC has the right to regulate implementation of any new law as provided in the law itself and will exercise that right and create guidelines.