

**AMENDED AND RESTATED BYLAWS
OF
BETHANY BEACH LANDOWNERS ASSOCIATION**

ARTICLE I – NAME

The name of this Association is the Bethany Beach Landowners Association (BBLA).

ARTICLE II – ORGANIZATION

The Association was incorporated in the State of Delaware on October 14, 1969.

The Association is a non-profit, tax-exempt civic organization under 501 (c) (4) of the Internal Revenue Code (26 U.S. Code § 501(c)(4)). In accordance with that provision, the Association promotes the social welfare of the Bethany Beach community. More specifically, the Association is dedicated to the promotion of the common good and general welfare of the members of the Association, and the Bethany Beach community, “with its resources devoted to civic, charitable, educational, and recreational purposes.”

ARTICLE III – PURPOSES

The purposes of the Association are to carry on charitable, educational and civic work for the improvement of the Town of Bethany Beach, and in furtherance of these ends:

- (a) To engage in any lawful activity desirable for the improvement of Bethany Beach.
- (b) To help preserve the historical character and develop the aesthetic values of Bethany Beach.
- (c) To collect and disseminate information on economic, political, social or governmental matters, or otherwise of interest to the membership.
- (d) To present the views of the members and of the Association to other organizations, the government, and the public.
- (e) To engage in any lawful activity which supports, protects, or enhances the interests of the members of the Association.

ARTICLE IV – MEMBERSHIP

Any legal adult who owns real property in Bethany Beach is eligible for membership in the Association, subject to the following conditions:

(a) One Owner. If real property is owned by one individual, a corporation, limited liability company, trust or other legal entity, that individual or legal entity owner is eligible for one membership. If a property is owned by one spouse, but not both, of a married couple, the non-owner spouse may also be a member.

(b) Multiple Owners. If real property is owned by two or more individuals, such as joint owners or tenants in common, each owner shall be eligible for membership; provided, however, that there may be no more than eight memberships for any property.

ARTICLE V – DUES

Section 1. The Association shall operate on a calendar year basis. The annual dues for membership shall be established by the Board of Directors and may be changed by the Board from one year to the next, as it may deem appropriate.

Section 2. The dues for a married couple shall be the same as the dues for one individual and both spouses are eligible for membership. Multiple owners of property who are eligible for membership are each obligated to pay dues for membership if they wish to join the Association, with a limitation of not more than eight memberships allocated for any single property, as provided in Article IV above.

Section 3. Association dues are payable each year. A member in good standing is one whose dues are paid for the current year. A member in arrears shall remain in good standing for three months. A member in arrears more than three months is no longer in good standing and shall have his/her name removed from the membership roll. Former members shall have no rights and privileges of membership until reinstated by payment of dues. The rights and privileges of membership shall accrue to new members upon the payment of initial dues.

ARTICLE VI – MEETINGS

Section 1. The Annual Meeting of the members of the Association shall be held in June normally unless otherwise determined by the Board of Directors. The Annual Meeting will take place at a convenient time and place in the Bethany Beach area to be designated by the Board of Directors. Notice of the Annual Meeting shall be provided to the membership no later than thirty days in advance of the Annual Meeting.

Section 2. Other meetings of the members of the Association may be called by the President at any time upon the written request of either a majority of the Board of Directors or ten percent of the members of the Association. Notice for any such meeting shall be provided to the membership at least seven days in advance of the meeting and shall describe the subject matter to be addressed. Only the subject matter set forth in the notice shall be considered at such meetings.

Section 3. The Board may determine that circumstances warrant that the Annual Meeting or any special meeting of the membership should be conducted electronically, with members participating and voting by webinar or other technology suitable for that purpose. Such electronic meetings shall be conducted in accordance with the requirements and procedures provided in Section 6 below.

Section 4. Fifteen members shall constitute a quorum for the transaction of business at annual and special meetings of the Association membership. Each member in good standing who is participating in a meeting in-person or electronically shall be entitled to one vote on matters presented for voting, in accordance with procedures established for such meetings. There shall be no votes by proxy, regular mail or e-mail.

Section 5. The Board of Directors will meet periodically to carry out the purposes and conduct the business of the Association. Six members of the Board, or a majority of the members of any committee, shall constitute a quorum for the transaction of business. The Board may adopt a policy to be virtually present and conduct meetings electronically, by voice, video or similar technology. Any Board Member who is present and virtually participates electronically may vote. In circumstances where a prompt Board decision on a matter is necessary before an in-person or electronic meeting can be arranged, the Board may provide for discussion by email on the matter under consideration. There shall be no votes by proxy, regular mail or email.

Section 6. When the Board of Directors determines that an annual or special meeting of the membership should be conducted electronically, the meeting will be conducted in accordance with the following requirements and procedures:

- (a) The notice to members of all such meetings must include the electronic information necessary to participate.
- (b) The technology used must permit participating members to hear the discussion and actively participate at the meeting.
- (c) The technology must also permit members to submit questions and comments contemporaneously to the presiding officer at the meeting and to vote on all matters presented for vote by the membership.
- (d) In participating by voice, or submitting questions and comments, and in voting, members must identify themselves by name and Bethany Beach address for the record.
- (e) All notice requirements provided for in the Bylaws, including Sections 1 and 2 above and in Article XVII, will continue to apply.

Section 7. The rules of procedure for meetings shall be determined by the President or Board member presiding at the meeting, subject to approval by the Board. Procedures should provide a fair, orderly, and efficient proceeding. Meetings are not governed by formal rules of parliamentary procedure. However, “Roberts Rules of Order, Newly Revised” may provide useful guidance for the conduct of meetings.

ARTICLE VII – COMMUNICATIONS WITH MEMBERS

The Association will maintain a list of e-mail addresses for members of the Association. Communication to members by e-mail will satisfy any notice requirements in the Bylaws and shall be deemed effective on the date sent. If e-mail addresses are not provided, any notice requirement shall be satisfied by mailing the notice via United States mail and shall be deemed effective as of the mailing date.

ARTICLE VIII – OFFICERS

Section 1. The officers of the Association shall be a President, Vice President, Treasurer, Recording Secretary, and Membership Secretary, all of whom shall be members in good standing. Officers shall be elected by a majority of the members participating and voting at an Annual Meeting. All officers shall be ex-officio members of the Board of Directors. They shall serve for a term of two years, or until their successors have been elected.

Section 2. Nominations for election to fill officer positions shall be presented to the members participating at an Annual Meeting. Nominations may also be made at the Annual Meeting from the floor, providing that a written commitment signed by the candidate confirming that he/she will serve if elected, is submitted.

Section 3. At the expiration of their terms of office, all officers shall return all books, records, and other property of the Association.

Section 4. An officer of the Association may only be removed from office by a two-thirds vote of the members participating and voting at a meeting of the Association.

ARTICLE IX – PRESIDENT

Section 1. The President shall take all necessary and appropriate measures to maintain order and efficiency in the management of the activities and affairs of the Association.

Section 2. The President or designee shall preside at all meetings of the Association, Executive Committee and Board of Directors; shall appoint all committees; and shall be an ex-officio member of all committees.

Section 3. In the event of a vacancy in any officer or director position or the extended absence of any officer or director, the President shall appoint a member of the Association in good standing to fill the vacancy temporarily, until the return of the absentee or until a successor is elected at the next Annual Meeting of the Association.

ARTICLE X – VICE PRESIDENT

The Vice President shall assist the President in the performance of the duties of that office. In the temporary absence or disability of the President, the Vice President shall perform the duties of the President. In the event of a vacancy in that office, the Vice President shall succeed to the position.

ARTICLE XI – TREASURER

The Treasurer shall be the custodian of all the funds of the Association and shall deposit and invest the funds and pay all bills as the Board of Directors may direct. He or she shall keep accurate records of all transactions and accounts, subject to review and audit as the Board of Directors may direct. The Treasurer shall submit a written financial report to the Board at each

meeting of the Board, and to the membership at each Annual Meeting, to include the amount of money on hand and the receipts and disbursements since the last such meeting.

ARTICLE XII – RECORDING SECRETARY

The Recording Secretary shall prepare and maintain an accurate record of the minutes of meetings of the Association membership and of the Board of Directors and shall perform such other related duties as may be assigned by the President or the Board of Directors.

ARTICLE XIII – MEMBERSHIP SECRETARY

The Membership Secretary shall maintain, or direct the maintenance of, records of the membership and perform other related duties as may be assigned by the President or Board of Directors.

ARTICLE XIV – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be elected at Annual Meetings, and shall consist of not less than nine nor more than sixteen members of the Association, to include the President, who shall be ex-officio Chairman of the Board, the Vice President, Treasurer, the Recording Secretary and Membership Secretary. Nominations may also be made at the Annual Meeting from the floor, providing that a written commitment signed by the candidate confirming that he/she will serve if elected, is submitted.

Each member of the Board shall serve for a term of two years, or until a successor has been elected. The term of the Directors may be staggered at the option of the Board. If terms are staggered, only the number of Directors with terms expiring, or whose positions are vacant, shall be elected at the Annual Meeting.

Section 2. The Board of Directors shall carry out the purposes of the Association and is authorized to make decisions on such matters and conduct the activities and business of the Association. Unless otherwise provided, Board decisions shall be by majority vote of those participating in person or electronically, as provided in ARTICLE VI, Section 5, above and voting at a Board meeting. Other than routine and administrative matters, Board decisions will be reported to the members of the Association as soon as practicable, but in any event at the next scheduled Annual Meeting.

Section 3. A Board member who fails to attend three consecutive meetings or four of the last six meetings of the Board, without good cause, or who acts in a manner that is detrimental to the interests of the Association, is subject to removal from the Board. The Board of Directors is authorized to remove such a member upon majority vote of the entire Board after written notice to the Board member and an opportunity to respond.

ARTICLE XV – COMMITTEES

Section 1. There shall be an Executive Committee comprised of the President, Vice President, Treasurer, Recording Secretary and Membership Secretary. The Executive Committee shall be empowered to transact such business as authorized by the Board of Directors.

Section 2. The President shall appoint a Nominating Committee for the annual election of officers and members of the Board of Directors, as provided in Article VIII, Section 2 and Article XIV, Section 1, respectively. The Nomination Committee shall be comprised of two or more members of the Board of Directors.

Section 3. The President may appoint such other committees as he or she deems appropriate. The President shall be an ex-officio member of all committees.

ARTICLE XVI – OFFICE ADDRESS

The office address of the Association shall be P.O. Box 401, Bethany Beach, Delaware, 19930-0401. The e-mail address for the Association shall be info@bbla.us. Addresses may be changed by the Board, if necessary, with any changes communicated to the membership

ARTICLE XVII – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members *participating* and voting at any meeting of the Association membership, provided that at least thirty days advance notice of the meeting and any proposed amendment is communicated to the members.

AS APPROVED AND ADOPTED AT THE ANNUAL MEETING ON JULY 25, 2020