

PROPOSED AMENDMENTS TO THE BYLAWS OF THE MIDDLESEX BEACH ASSOCIATION

This document has been prepared to show and explain the changes being proposed to the MBA Bylaws. In the event of any inconsistencies between the below language and the clean copy of the Bylaws as Proposed to be Amended posted on the website, the clean website copy controls.

This document shows the MBA Bylaws as last amended in September 2009. **Markings in red show the significant proposed additions to the language; these will appear in black in the final approved version.** Text in blue shows either language proposed to be deleted, or comments on the proposed changes-these will NOT form part of the final document.

Minor changes that have been made but are not included in the below redlining include: a) Ensuring consistency with names of community meeting (Spring Meeting; End of Summer Season Meeting), b) Adding “(1)” after “one” and similar changes, c) Tweaking uses of “Owner” to “Member”, and d) Ensuring consistent capitalization where appropriate.

Bylaws of the Middlesex Beach Association

*(as adopted April 12, 2008, amended September 2009, recorded in June 2018, and amended
_____ 2024)*

(Note: Minor changes are proposed to be made to the Introduction section to properly refer to previous versions of the Bylaws.)

WHEREAS, owners of lots in Middlesex Beach, a subdivision located in Baltimore Hundred, Sussex County, Delaware, are members of the Middlesex Beach Association (“Association”), a Delaware non-stock corporation, and, as members of said corporation, governed by a set of corporate Bylaws; and

WHEREAS, the Association recorded the Bylaws for the Association, as previously amended in years past, of record with the Office of the Recorder of Deeds, in and for Sussex County, Delaware in Book 4910, Page 166; and

WHEREAS, any members of the Association who desire to review the amendment history of the Bylaws prior to this recording may do so by contacting the President of the Board of Directors for the Association or the Association’s property management company.

NOW THEREFORE, the Middlesex Beach Association hereby places of record the following Amended Bylaws of Middlesex Beach Association:

ARTICLE I – THE ASSOCIATION

1.1: DEFINITION OF ASSOCIATION, DEVELOPMENT AND LOT

Middlesex Beach Association (the “Association” or “MBA”), a Delaware **non-stock**, not- for profit **Delaware** corporation, **is the governing association for the Middlesex Beach community, which** is a real estate development **located** in Baltimore Hundred, Sussex County, Delaware, as shown upon the original Subdivision Plot thereof bearing the approval of the Association and recorded in the Office of the Recorder of Deeds, **in and** for Sussex County, at Georgetown,

Delaware, or as the same may be lawfully amended from time to time ~~as herein provided~~ (the “Development” and each lot therein, a “Lot”), and as restricted by the Restrictive Covenants, which ~~as the same~~ are recorded in the Office of the Recorder of Deeds, aforesaid, ~~as the same may be lawfully amended~~ from time to time (collectively, the “Restrictive Covenants”).

SECTION 1.2: THE SEAL

The Association shall have a corporate seal which shall have thereon inscribed the name of the Association, the year of incorporation and the words “~~Incorporated~~ Delaware”, the state of incorporation.

ARTICLE II – THE MEMBERS

2.1: DEFINITION OF MEMBERS

The Members of the Association (the “Members”) shall be those persons as from time to time are the owners in freehold of Lots in the Development, as evidenced (absent competent evidence to the contrary) by deeds recorded in the Office of the Recorder of Deeds, aforesaid. A person who owns more than one Lot is entitled to proportionate voting and proportionate levies per Lot. Where more than one (1) Lot is owned by more than one (1) person, then ~~the~~ each such owner shall be a Member, but there shall be only one (1) vote per Lot and fractional voting shall not be permitted.

SECTION 2.2: THE MEMBERSHIP REGISTER (Second half is all new language establishing the designated voter register)

A Membership Register shall be maintained listing all the Members, along with the primary name, address, and email address to which Notices shall be given, and the MBA street address to which their membership is appurtenant. It shall be the obligation of each new Member to notify the Secretary of the Association of their newly acquired status, but information may be accepted from other sources. The Membership Register shall be prima-facie evidence of the names and addresses of each Member in the absence of competent evidence to the contrary. The Membership Register may contain such other information as the Board may from time to time determine. Each lot through the Member-owners, shall complete and return the Designation of Voting Representative (“Voting Certificate”) to the Secretary of the Association and the Association’s property manager. The Voting Certificate for each Member must be signed by: (1) all owners of the property; (2) the appropriate corporate officer, partner or LLC member; or (3) the Trustee. The Board may create and amend the Voting Certificate.

SECTION 2.3: CLOSING OF THE MEMBERSHIP REGISTER (Run-on sentence changed to 2 sentences)

The Membership Register shall be closed for a period of twenty (20) days immediately preceding the date of any meeting of the Members or the date of obtaining the consent of Members for any purpose, unless the Board of Directors shall fix a shorter period of time. Such Membership Register, as of the date of its closing, shall be the record date for the determination of who is entitled to Notice and to vote or give consent.

SECTION 2.4: REGULAR MEETINGS OF MEMBERS (Language defining a quorum moved to new 2.7)

The Spring Meeting of the Members shall be held on the first Saturday in May (or if such day is a holiday, then the next succeeding day that is not a holiday) at such time and place as is specified in the

Notice of the Meeting. The End of Summer Season Meeting of the Members shall be held on the Saturday immediately preceding Labor Day (and if such day is a holiday, then the next succeeding day that is not a holiday) at such time and place as is specified in the Notice of the Meeting. ~~Twenty percent in number of the Members, in person or by proxy, shall be necessary to establish a quorum, but less than a quorum may adjourn from time to time to days certain to obtain a quorum.~~ At the Spring Meeting, the Members shall vote upon the assessment recommended by the Board of Directors as stated in the Notice of the Spring Meeting. At the End of Summer Season Meeting, the Members shall elect to the Board of Directors from the list of those natural persons nominated by the Nominating Committee appointed by the President of the Association, those natural persons who have been nominated by any Member in writing to the President of the Association prior to the twentieth day preceding the End of Summer Season Meeting, and those natural persons who have been nominated from the floor at the End of Summer Season Meeting. Those nominees for the Board of Directors receiving the highest number of votes present at the End of Summer Season Meeting, in person or by proxy, equal to the number of vacancies to be filled, shall be deemed elected to the Board of Directors. At the Spring Meeting and the End of Summer Season Meeting the Members shall vote upon such other matters as may be properly brought before such Meeting.

SECTION 2.5: SPECIAL MEETINGS OF THE MEMBERS

Special Meetings of the Members shall be called for any lawful purpose:

1. at any time by the President;
2. on the request in writing to the President or by vote of a majority of the Board of Directors; or
3. on the request in writing to the President of the Members owning a majority of the Lots in the Development.

SECTION 2.6: NOTICE OF MEETINGS ~~(Overhauled to comply with DUCIOA; replaces old article VI-NOTICES: All meetings of the Members shall be held on not less than fourteen (14) days prior written Notice mailed, postage prepaid, to the addresses of the Members then appearing on the Membership Register which shall set forth the date, time and place of such meeting.)~~ It shall be the duty of the President and Secretary to mail or email Notice with the agenda of each Spring, End of Summer Season, or special meeting of the Members, at least ten (10) days, but not more than sixty (60) days, prior to such meeting, to each Member, by any means described in § 81-127 of the Delaware Uniform Common Interest Ownership Act (“DUCIOA”), including by email address supplied by the Member, or sent by prepaid U.S. Mail to any mailing address designated in writing by such Member, if the Member has no email address. The date the Notice is deposited with the United States Postal Service is the date of mailing. The Notice of any meeting must state the time and place of the meeting and the items on the agenda, or must state the website address where the agenda is located. The agenda may be posted on the website of the Association, in lieu of being included in the Notice, provided that the Association shall, by any means described in § 81-127 of DUCIOA, furnish to any Member who so requests a copy of the agenda prior to the meeting.

Any Member may, at any time, waive Notice of any meeting of the Members, in writing, and such waiver shall be deemed equivalent to the giving of such Notice. Attendance by a Member at any meeting of the Association shall constitute a waiver of Notice by him/her of the time and place of, and agenda items for such meeting.

Should delivery of Notice to a Member by any of the aforementioned authorized means be ineffective, notwithstanding the sender's good faith efforts, this shall not invalidate any action taken or any decision made at a meeting or in lieu of a meeting.

SECTION 2.7: QUORUM (Moved in order to make sure the term is identified before being used and split into 2 subsections)

Section 2.7.1

The presence in person or by proxy of twenty percent (20%) of the Members shall constitute a quorum at all meetings of the Association. Except as may otherwise be provided in these Bylaws or the Restrictive Covenants, the votes of a majority of the Members present at a meeting at which a quorum is present shall constitute the decision of the Association.

Section 2.7.2: Board Meetings

A majority of the Board, excluding vacancies, shall constitute a quorum of the Board for the transaction of business. Board members' participation in person, by phone or other electronic means shall be considered present for all purposes including the establishment of a quorum of the Board and voting. If any Board meeting cannot be organized because of a lack of a quorum, the Board members who are present may adjourn the meeting from time to time, without further notice, until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted at a subsequent meeting at which a quorum of the Board is present without further notice.

SECTION 2.8: ADJOURNMENT OF MEETINGS (New – DUCIOA compliance)

If any meeting of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called and no additional notice shall be required. If the meeting must be adjourned to a time more than forty-eight (48) hours from the time the original meeting was called, an additional notice shall be required in accordance with these Bylaws.

SECTION 2.9: VOTING (Replaces old 2.7: ~~Members may vote by proxy signed and dated by the Member but no proxy shall be voted more than one (1) year after its date unless it provides for a longer period or is coupled with an interest.~~) At all meetings of Members, each Member may vote in person, by proxy, or by electronic means in accordance with DUCIOA. Action may also be taken by ballot without a meeting in accordance with DUCIOA. In the event that more than one proxy or ballot covering the same meeting, subject, or action without a meeting is submitted by a Member, the proxy or ballot with the most recent date will be deemed to be the proxy or ballot valid for voting, and the vote shall be cast in accordance with that proxy or ballot. Proxies or ballots shall be valid only for the particular meeting, subject, or action without a meeting designated therein and must be filed with the Secretary before or at the time of the meeting, if applicable. If a Member votes by proxy, votes shall be cast by the person named in the proxy in a manner consistent with the written proxy. The Board may not name an individual who is running for a position on the Board to be the default proxy at a meeting at which Directors are elected. Proxies or ballots shall be counted by the Secretary and two (2) independent non-Board member volunteers who are Members of the Association. Further, the information of how a

particular Member voted in an election or on any subject presented to the Membership for a vote may not be disclosed unless otherwise required by law. All proxies, ballots, and records of electronic voting shall remain in confidence and must be kept or stored in a secure location for at least one (1) year following the vote.

ARTICLE III – BOARD OF DIRECTORS

3.1: NUMBER AND CLASSES (Cleans up language re 9th Board Member-usually immediate past President; adds provision that only one person associated with a multiple owner lot can serve on the Board at a time)

~~The Board of Directors of the Association shall be composed of nine (9) members, eight (8) of whom are elected by the Members and the ninth shall be the immediately preceeding past President of the Association who is not continuing to serve on the Board of Directors after their election as President shall have expired; provided, however, if such person who otherwise would serve as the Previous Officer of the Board of Directors otherwise is serving on the Board of Directors or is unavailable, then the Board of Directors shall choose any previous officer of the Association to serve as such ninth member of the Board of Directors to serve until such time as an immediate past President or preceding past President of the Association is available and is willing to serve. All members of the Board of Directors shall have equal voting rights. The eight (8) elected members of the Board of Directors shall be divided into two (2) classes of four (4) members each to serve for two (2) year terms so that four (4) members of the Board of Directors shall be elected each year.~~

The Board of Directors of the Association shall be composed of nine (9) members, eight (8) of whom are elected by the Members. The ninth member shall be the immediately preceding past President of the Association who is not continuing to serve on the Board of Directors after their election as President has expired. If the immediately preceding past President, who otherwise would serve as the ninth member of the Board of Directors, is otherwise serving on the Board of Directors or is unavailable, then the Board of Directors shall choose any previous officer of the Association to serve as the ninth member of the Board of Directors and said person shall serve until such time as an immediate past President or preceding past President of the Association is available and is willing to serve. Only one Member associated with a Lot may serve on the Board at any given time. All members of the Board of Directors shall have equal voting rights. The eight elected members of the Board of Directors shall be divided into two (2) classes of four (4) members each. The members of each Director class shall serve for two (2) year terms, so that four (4) members of the Board of Directors shall be elected each year.

SECTION 3.2: REMOVAL OF MEMBERS OF THE BOARD Entirely new section; subsequent subsections have been renumbered (Atty comment: Section 81-323 of DUCIOA, which applies to MBA as a pre-existing community, sets forth the process for owners to remove members of the Board. A standard provision in most HOA Bylaws also allows for the Board to remove members of the Board. A version of this new paragraph that is proposed to be added is standard in pretty much all HOA Bylaws in recent years.)

At any regular or special meeting of the Board duly called, any one (1) or more of the members of the Board may be removed with or without cause by a majority of the Board members, and a successor may then and there be appointed by a majority of the remaining Board members to fill the vacancy thus created. Any Board member whose removal, with or without cause, has been proposed by the Members shall be given at least ten (10) days' notice of the calling of an Association meeting in response to said

proposal and the purpose thereof and shall be given an opportunity to be heard at the meeting. In such a situation where the removal of a Board member, with or without cause, has been proposed by the Members, a majority of the Members present, in person or by proxy, at the meeting called for this purpose may remove the Board member in question and a successor may then and there be appointed by a majority of the Members present to fill the vacancy thus created.

SECTION 3.3: VACANCIES (Completely rewritten from current 3.2: ~~If a vacancy occurs on the Board of Directors for whatever reason, the remaining members of the Board of Directors, even though less than a quorum, shall have the right to fill the vacancy by a majority vote of the members of the Board of Directors then in office.~~)

Vacancies on the Board caused by any reason other than the removal of a member by a vote of the Members shall be filled by a vote of a majority of the remaining members of the Board at a regular meeting of the Board held for that purpose promptly after the occurrence of any such vacancy, even though the Board members present at such meeting may constitute less than a quorum, and each person so elected shall be a member of the Board until the next meeting of the Association at which Directors are elected.

SECTION 3.4: THE RESPONSIBILITY AND AUTHORITY OF THE BOARD OF DIRECTORS

The Board of Directors shall have the full responsibility and authority to manage the property, business and affairs of the Association and shall have, in addition to such responsibility and authority as are hereinafter expressly conferred on it, all such powers as may be exercised by the Association, subject to the provisions of the Laws of the State of Delaware, the Association's Certificate of Incorporation, and the Association's Restrictive Covenants. Specifically, the Board of Directors, shall have the following powers which are by way of illustration and not of limitation:

Section 3.4.1

To purchase or otherwise acquire property, rights or privileges for the Association upon such terms and conditions as they may deem proper;

Section 3.4.2

To pay for such property, rights or privileges in whole or in part with money, indebtedness or exchange of other property of the Association;

Section 3.4.3

To create, make and insure mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every other act and thing necessary to effectuate the same;

Section 3.4.4

To appoint officers, agents, clerks, assistants, factors, employees and trustees and to dismiss them at its discretion, to fix their duties and emoluments and to change their duties and emoluments from time to time and to require such security for the faithful performance of their work as it may deem proper;

Section 3.4.5

To confer on any officer of the Association the power of selecting, discharging or suspending its employees;

Section 3.4.6

To determine by whom and in what manner the Association’s bills, notes, receipts, acceptances, endorsements, releases, contracts or other documents to which the Association may become a party shall be signed;

Section 3.4.7

To approve or disapprove any supplemental plot plan of the Development on behalf of the Association and to cause approved supplemental plot plans to be recorded in the Office of the Recorder of Deeds, aforesaid; and

Section 3.4.8

To enforce the Restrictive Covenants and to require Members to abide by the same.

Section 3.4.9 (New section-allows delegation to property manager)

To delegate any and all other duties and responsibilities to the property manager, employees or others, as the Board of Directors may deem necessary and appropriate.

SECTION 3.5: MEETINGS OF THE BOARD OF DIRECTOR’S

As soon thereafter following the End of Summer Season Meeting of the Members as is convenient, the newly constituted Board of Directors, including the members of the Board of Directors just elected, shall have a reorganization meeting for the purpose of reorganization, the election of officers, and the transaction of such other business as may come before the meeting of the Board. If this reorganization meeting is held immediately following the End of Summer Season Meeting of the Members of the Association, no Notice of such meeting shall be required. If the reorganization meeting cannot be held immediately following the End of Summer Season Meeting of the Members of the Association, then it shall be held at such time and place as may be specified in the call of the reorganization meeting by the President of the Association then in office. Regular, in-person meetings of the Board of Directors shall be held at least six (6) times per year at such times and places as the Board of Directors may from time to time fix. The reorganization meeting described above shall not be included in and shall be in addition to the six (6) regular meetings mandated by the preceding sentence. Additional regular meetings of the Board of Directors may be held during the year as the Board of Directors may deem necessary. Directors may attend regular, special and additional regular meetings by electronic means, as permitted by general corporate law and Section 3.6 of these Bylaws. Special meetings of the Board of Directors may also be called by the President on not less than ten (10) days prior written Notice to each Director and shall be called by the President in like manner upon the written request of three (3) members of the Board of Directors to the President. A majority of the Directors in office shall constitute a quorum at all meetings of the Board of Directors, but less than a majority may adjourn from time to time without further Notice until a quorum is obtained. The year for purposes of this Section 3.5 shall begin when a new Board of Directors is elected at the End of Summer Season Meeting.

(All 3 subsections below are new)

Section 3.5.1: Meeting Procedures

All Board and Member meetings shall follow *Robert's Rules of Order, 12th Edition (September 2020)* and each newly revised edition.

Section 3.5.2: Completion of Board Service

All Board members are to return all documents, Middlesex Beach Association work product, and equipment to the Middlesex Beach Association Board upon the completion of their service as a member of the Board.

Section 3.5.3: Waiver of Notice

Notwithstanding any provision to the contrary contained herein, any Board member may, at any time, in writing, waive notice of any meeting of the Board, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board member at any meeting of the Board shall constitute a waiver of notice by said Board member of the time and place of such meeting.

SECTION 3.6: EXECUTIVE AND OTHER COMMITTEES OF THE BOARD OF DIRECTORS (renames committees: “Audit, Budget and Finance” now “Budget and Finance”; “Security” now “Community Patrol”; names reordered; also allows standing committees to have more than 3 members; clarifies that committee members are chosen by the chair in consultation with the President.)

The Board of Directors may elect, by a majority vote of the whole Board of Directors, an Executive Committee composed solely of members of the Board of Directors. The President shall have the authority to appoint the following Standing Committees chairs:

1. Beach,
2. Budget and Finance,
3. Building,
4. Commercial,
5. Community Facilities,
6. Community Patrol.

The Executive Committee shall have five (5) members; Standing Committees shall each have three (3) or more members as determined by the Chairperson in consultation with the President; and the Chairperson of other committees shall be appointed by the President and have such number as determined by the Chairperson in consultation with the President. The Executive Committee and each Standing Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors as requested by the Board. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board of Directors, regular and special, when the President is of the opinion that immediate action is appropriate, other than the power to fill vacancies on the Executive Committee or the Board of Directors or to make, alter or amend the Bylaws of the Association. The committees shall fix their own rules of procedure; provided, however, that with respect to the Executive Committee a majority of its members shall constitute a quorum and any action taken by the Executive Committee shall require the affirmative vote of an absolute majority of all members of the Executive Committee with whom the President has been able to make contact. Members of the Executive, Standing and other Committees shall receive no compensation or reimbursement for serving.

SECTION 3.7: PARTICIPATION AT MEETINGS

Subject to the limitations provided elsewhere in these Bylaws, one (1) or more Directors may participate in and vote during any regular or special meeting of the Board by telephone conference call, video conference, fiber optics, electronically, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those Directors so participating shall be deemed present at such meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

ARTICLE IV – OFFICERS

4.1: THE OFFICERS OF THE ASSOCIATION (very minor changes to language)

The Board of Directors shall elect from among its members, by the vote of an absolute majority, from time to time, the Officers of the Association, which shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as it may deem appropriate. All Officers shall be natural persons and any one person may hold any number of offices, other than the Secretary, who may not also be a President or a Vice-President. The Officers shall hold their office until their successors are elected and qualified in their stead. Any Officer elected by the Board of Directors may be removed ~~from office~~ **as an Officer**, with or without cause, by the vote of an absolute majority of the Board of Directors. If an ~~office~~ **Officer position** becomes vacant, the vacancy shall be filled by vote by an absolute majority of the Board of Directors.

SECTION 4.2: THE PRESIDENT

The President shall be the chief executive officer of the Association; shall preside at all meetings of the Members and the Board of Directors; and shall have the general and active management of the business and affairs of the Association. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and **shall** execute all instruments, in the name of the Association, when authorized to do so by the Board of Directors or Executive Committee. The President shall have general supervision and direction of other Officers of the Association and shall see that their duties are properly performed. The President shall submit a report of the operations of the Association for the year to the Directors at their meeting in May and to the Members at the Spring Meeting. The President shall be ex-officio a member of all Standing Committees and shall have the general duties and powers of supervision and management usually vested in the office of the president of a corporation. No person shall hold the office of President for more than two (2) consecutive terms.

SECTION 4.3: THE VICE PRESIDENTS

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

SECTION 4.4: THE PRESIDENT PRO TEM

In the absence or disability of the President and the Vice-Presidents, the Board of Directors may appoint, even though less than an absolute majority, from their own number a President Pro Tem.

SECTION 4.5: THE SECRETARY

The Secretary shall attend all meetings of the Association and the Board of Directors. The Secretary shall, **with or without the assistance of the property management company**, act as clerk thereof and shall record all the proceedings of such meeting and shall, when approved by the next following meeting of the Association or Board of Directors, as the case may be, lodge the same with the other minutes of the Association. The Secretary, **with or without the assistance of the property management company**, shall give Notice of all meetings of the Members and the Board of Directors and shall perform such other duties as shall be assigned by the President, the Board of Directors or the Executive Committee.

SECTION 4.6: THE TREASURER

The Treasurer, **with or without the assistance of the property management company**, shall have the custody of the funds and securities of the Association, shall keep full and accurate accounts of receipts and disbursements in books (or other media) belonging to the Association, and shall deposit all monies and other valuable effects of the Association in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors. The Treasurer, **with or without the assistance of the property management company**, shall disburse the funds of the Association as may be ordered by the Board of Directors, the Executive Committee or the President, taking proper receipts for such disbursements. The Treasurer shall render to the President and the Board of Directors an account of all transactions and the financial condition of the Association as the Board of Directors may require, and at the regular meeting of the Board of Directors next preceding the Spring Meeting for the year then ended. The Treasurer shall give such fidelity bond in such amount and with such security as may be requested by the Board of Directors for the faithful performance of the duties of the office of the Treasurer and for the return to the Association of all books, papers, vouchers, money and other property of whatever kind belonging to the Association which came into his or her possession. The Treasurer shall perform such other duties as the Board of Directors, the Executive Committee or the President may from time to time prescribe or require.

SECTION 4.7: DELEGATION OF DUTIES OF AN OFFICER

In the case of the absence or disability of any officer of the Association or for any other reason deemed sufficient by an absolute majority of the Board of Directors, the Board of Directors may delegate the powers and duties to any other officer or any member of the Board of Directors for the time being.

ARTICLE V – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of April each year.

ARTICLE VI – LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify each Director and officer and his or her heirs, executors, and administrators to the fullest extent permitted by the laws of Delaware, including but not limited to 8 Del. C. § 145.

ARTICLE VII – AMENDMENTS OF BYLAWS

7.1: AMENDMENT BY BOARD

These Bylaws may be amended, altered, repealed or restated by the vote of an absolute majority of the members of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose provided that a copy of such proposed amendment, alteration, repeal or restatement has been provided to the members of the Board of Directors with a Notice of the meeting which is to consider the same, the Board of Directors reserving the right to change such proposal at it deems appropriate.

7.2: AMENDMENT BY MEMBERS (Entirely new language; previously only Board could amend)

These Bylaws may be amended, altered, repealed or restated by the Members, provided that the proposed amendment is supported in writing by no less than fifty (50) Members. The Board will publish the proposed amendment to the Members and present the proposed amendment at a regular Member meeting or call a special meeting of Members within 90 days of receipt of the proposed amendment to vote on the proposed amendment. The proposed amendment must be approved by two-thirds of the Members voting in person or by proxy in order to be adopted.

Adopted: April 12, 2008. **Amended:** September 2009; **Recorded:** June 2018; and **Amended:** _____, 2024.