

# **Rehoboth Beach Homeowners' Association Inc. By-Laws**

*(Revised October 2019)*

## ARTICLE 1: NAME

- A. The organization shall be known as the Rehoboth Beach Homeowners' Association, Inc. (RBHA)

## ARTICLE 2: PURPOSE

- A. The RBHA is organized as a non-profit association under the laws of the State of Delaware. It is operated to promote the common good and general welfare of the homeowners and residents of the City of Rehoboth Beach for their mutual enjoyment and benefit, to preserve the quality of life, to foster the spirit of community and to provide a forum for the full and free discussion of all matters of interest.
- B. In accordance with the purpose stated above, the RBHA shall serve as an informational and educational forum for its membership, and the RBHA Board shall advocate on behalf of its members. However, the RBHA shall not endorse political candidates or participate in any political campaign on behalf of any candidate for political office.

## ARTICLE 3: MEMBERS

- A. Membership in RBHA is granted to any individual, upon payment of dues, and who qualifies through one of the following criteria:

- 1. An owner of a residence within the incorporated boundaries of the City of Rehoboth Beach.

OR

- 2. A permanent resident of the City of Rehoboth Beach who lives within the incorporated boundaries of the City.

OR

- 3. Any Owner of a business within the incorporated boundaries of the City.

OR

- 4. The spouse or significant other of any qualified member.

- B. A member in good standing shall be one whose dues are paid in full at least thirty (30) days prior to any action that member may wish to take with regard to RBHA activity.
- C. The Board of Directors will determine the amount of annual dues per member and that amount shall be payable by the end of January each year.

#### ARTICLE 4: SUBSCRIPTION SERVICE

- A. A Subscription Service is offered by the RBHA to persons who do not qualify for membership under any of the provisions of Article 3A, who nevertheless desire to be informed about the actions of the organization and receive information including Newsletters, emails, and other forms of general communication disseminated from time to time.
- B. Upon Payment of a Subscription Fee equivalent to the annual dues, the RBHA shall transmit information including Newsletters, emails, and other forms of general communication disseminated from time to time to any individual who does not meet the provisions of article 3A but desires to receive such information. Fees shall be payable by the end of January of each year.
- C. Recipients of the Subscription Service shall not be eligible to vote or receive other specified benefits.

#### ARTICLE 5: MEMBERSHIP MEETINGS

- A. The annual meeting of the general membership will be held on the third Saturday in October in Rehoboth Beach at a time specified by the Board at least 30 days prior to said meeting. The purpose of the meeting will be to elect Directors and to conduct other business which may come before the membership. One (1) other general membership meetings will be held during the year. The Board of Directors will announce dates and times of that meeting by January 31st each year following the annual meeting. The President with the approval of a majority of the Board of Directors may call special general membership meetings when particularly urgent business cannot wait for the next regularly scheduled meeting. Membership will be given reasonable advanced notification of such special membership meetings.
- B. At least ninety (90) days prior to the annual membership meeting, the President shall appoint a nomination committee of three members who are not officers to be in charge of elections. Members interested in seeking election shall be solicited by this committee through an e-mail notification to the membership, at least thirty (30) days prior to the annual membership meeting. This nomination committee will draw up a slate of nominees, who will have agreed to serve. Anyone interested in being considered for nomination must agree to attend at least seven (7) board meetings each year during their

term and serve on or chair a Committee. An introduction of nominees will be given and elections will be by majority approval at the annual membership meeting.

- C. In order to conduct business at membership meetings there must be a quorum of at least twenty-five (25) members in good standing in attendance.
- D. At all meetings every member in good standing shall be entitled to one vote.
- E. Members may vote in person or by absentee ballot according to procedures approved by the Board of Directors. Voting by proxy shall not be permitted.

#### ARTICLE 6: BOARD OF DIRECTORS

- A. The governance and management of the RBHA is vested in a Board of Directors. All Directors must be members in good standing of the RBHA. The number of Directors will be nine (9). Directors will be elected for three (3) year terms and may not serve more than three (3) consecutive terms
- B. If a Board of Directors position becomes vacant for any reason, the President may at his or her discretion, appoint a viable candidate to fulfill the unexpired term. The appointment is subject to approval by a majority vote of Board members present at the next regular board meeting following the appointment.
- C. The Board of Directors shall meet a minimum of nine (9) times a year at a date and location to be determined by the Board. The Board of Directors shall notify the membership of the dates and location of all regular Board meetings. Special meetings may be called either by the President or by agreement of any three Board Members. The President or the three Board Members who call such a special Board meeting shall set the time, date and location of said meeting. Meetings can be rescheduled due to extraordinary circumstances, as determined by the President. All members must be notified of the time, date and location at least seven (7) days prior to the occurrence of a rescheduled or special meeting.
- D. All meetings of the Board shall be open. At the discretion of the Board, non-Board members may have the opportunity to present their views.
- E. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the RBHA is or may be involved, and orders of business of a similar nature. The nature of all business to be considered at executive session shall first be announced in open session.
- F. A quorum necessary to conduct business shall consist of five (5) members of the Board of Directors.
- G. The Directors shall knowledgeably and conscientiously uphold the purpose of RBHA.

- H. The Directors will implement in a timely manner motions and resolutions adopted by the RBHA membership.
- I. Any member of the Board of Directors who misses three consecutive regular board meetings without the prior approval of the President shall be subject to removal by a two-thirds vote of the Board of Directors.

#### ARTICLE 7: OFFICERS OF THE ASSOCIATION

- A. The officers of the RBHA shall consist of the President, President-Elect, Secretary and Treasurer. Immediately following the adjournment of the annual general membership meeting, the Board of Directors shall convene for the purpose of electing, from their number, officers for the four above positions who will serve for a term of two (2) years, and may conduct a business meeting if deemed necessary.
- B. The President shall be the chief executive officer of the RBHA and shall preside over all meetings. The President shall have general management of the business of the RBHA and the supervision and direction of the Officers and Directors. The President shall be an ex-officio member of all committees.
- C. The President-Elect shall preside at all meetings in the absence of the President and perform all other duties of the President during such absence. The President-Elect shall perform such other duties that may be assigned by the President.
- D. The Secretary shall be responsible for the records and minutes of all Board of Directors and membership meetings.
  - (1) The Secretary shall distribute Regular Board of Director meeting minutes to all Board members within twenty (20) days after any Board of Directors meeting. The minutes of the meeting will be approved at the next regularly scheduled board meeting.
  - (2) The Minutes (notes and meeting summary) of the General membership meeting will appear in the next newsletter following the General membership meeting. The minutes (notes and meeting summary) will be approved at the next General Membership meeting by the members present. The Secretary shall perform such other duties that may be assigned by the President.
  - (3) The Secretary shall make available upon request, all approved minutes and notes and meeting summaries.

- E. The Treasurer shall keep all accounts of the RBHA and will receive, deposit and disburse funds as required on behalf of the RBHA. The Treasurer shall be responsible for the preparation of an annual report for the current fiscal year (or the preceding twelve (12) months) and a Board of Directors approved budget for the next fiscal year. The annual report and Board approved budget shall be presented at the annual general membership meeting. The Treasurer will make no expenditure on behalf of the RBHA that is not included in the Board approved budget unless authorized by the Board of Directors. All checks for RBHA expenditures for more than one hundred (\$100) dollars will have two (2) signatures. The Treasurer must present the current bank statement to the Board at each Board meeting. The Treasurer shall ensure that the RBHA adheres to all rules and filing requirements of the local, state and federal taxing authorities. The Treasurer will insure that the financial records of the Association will be audited once a year. The Treasurer shall perform other duties which may be assigned by the President.

#### ARTICLE 8: COMMITTEES

- A. The President shall assure each year that the following Standing Committees are staffed:
1. Communications- Chaired by the RBHA Secretary. The Secretary may delegate the authority of publishing the newsletter, maintaining the website, and correspondence.
  2. Nomination and Election - Chaired by the RBHA President-Elect
  3. Budget - Chaired by the RBHA Treasurer
  4. Membership - Chaired by a member of the Board of Directors
  5. By-laws - Chaired by the RBHA President-Elect
  6. The President may assign or reassign chairpersons to any or all committees as well as Board Members to those committees.
- B. Other ad hoc committees may be established by the President as needed.
- C. Any member in good standing of the RBHA, subject to the approval of a majority vote of the Board, may be eligible for membership on any committee.

#### ARTICLE 9: PARLIAMENTARY AUTHORITY

- A. The rules contained in the current edition of Robert's Rules of Order shall govern the RBHA except when they conflict with these By-laws.

#### ARTICLE 10: AMENDMENT OF BY-LAWS

- A. These By-laws may be amended at a meeting of the membership by a two-thirds (2/3) majority vote of those present. The membership must be given thirty (30) days advanced notice in writing of a meeting where a change to the by-laws is to be considered.

ARTICLE 11: BOOKS AND RECORDS

- A. All books, accounts and records of the RBHA shall be open to any member in good standing at a mutually agreeable time and place. It shall not be necessary for any such member to state any reason for the request.

Privacy Policy attached

ARTICLE 12: OFFICES

- A. The location of the RBHA's principle office in the State of Delaware shall be the RBHA's Post Office address.