

Rehoboth Beach Homeowners' Association Bylaws (Revised April 20, 2024)

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. Such owner may be any individual including members of a partnership or an LLC owning a residence.

OR

 - 2. A resident who maintains an abode within the incorporated boundaries of the City and claims such as her/his legal domicile for tax purposes.

OR

 - 3. The spouse or domestic partner 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 regarding RBHA activity.

- C. The Board of Directors will determine the amount of annual dues per member and the date by which such amount shall be payable for the succeeding year no later than the prior October 31.

Article 4: Subscription Service

- A. A Subscription Service (a.k.a. “Friends of RBHA”) 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 equal in amount and timing as defined in Paragraph 3C. for members, 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.
- 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 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 meeting will be held during the year. The Board of Directors will announce dates and times of that meeting not less than 60 days before the 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 Nominating Committee of three members of the Board of Directors who are not officers to be in charge of elections. Members interested in seeking election shall be solicited by this committee, at least thirty (30) days prior to the annual membership meeting. This Nominating & Governance Committee will draw up a slate of nominees, who will have agreed to serve. 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 according to any other procedures approved by the Board of Directors. Voting by proxy shall not be permitted.
- F. The Minutes (notes and meeting summary) of the General Membership Meeting will be distributed to the membership at least thirty (30) days prior to the next General Membership Meeting. The minutes (notes and meeting summary) will be voted on for approval at the next General Membership Meeting by the members present.

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 an odd number not less than seven (7) and no more than eleven (11). Directors will be elected for three (3) year terms beginning on January 1. Directors may not serve more than two (2) consecutive terms; however, the Board may vote by a two-thirds (2/3) majority to allow a Director to serve one (1) additional two (2) year term.
- B. Members of the Board of Directors must agree to attend at least seven (7) board meetings each year during their term and serve on or chair a committee.
- C. If a Board of Directors positions 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.
- D. Any member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the number of Directors then in office.
- E. 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.

- F. 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.
- G. 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 to the membership.
- H. A quorum necessary to conduct business shall consist of at least 50% of the members of the Board of Directors.
- I. When a quorum is present at any meeting, the vote of a simple majority of the members of the Board of Directors present shall constitute the act of the Board of Directors.
- J. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without an in-person meeting, for example by email or other electronic delivery, and provided that a record of the electronic vote is filed with the minutes of the proceedings of the Board of Directors.
- K. Any member of the Board of Directors may participate in any meeting by means of electronic communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence equal to in-person attendance at the meeting.
- L. 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 voted on for approval at the next regularly scheduled board meeting.
- M. The Directors will implement in a timely manner motions and resolutions adopted by the RBHA membership.
- N. The Directors shall knowledgeably and conscientiously uphold the purpose of RBHA and sign the Code of Conduct [~~Code of Ethics~~] Statement annually.

Article 7: Officers of the Association

- A. The officers of the RBHA shall consist of the President, President-Elect (also called Vice President), 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 perform such other duties that may be assigned by the President.
 - (2) 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. Expenditures for more than one hundred dollars (\$100) not previously approved by the Board require agreement by the Treasurer and either the President or Vice President. 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 ensure that the financial records of the Association receive an internal audit every other year and on change to a new Treasurer. The Treasurer shall perform other duties which may be assigned by the President.
- F. If an Officer position becomes vacant for any reason, the President may at their discretion, appoint a candidate to fulfill the expired term. The appointment is subject to approval by a majority vote of the Board members present at the next regular board meeting following the appointment.
- G. The vote of two-thirds (2/3) of the number of Board of Directors then in office shall be required to remove an officer from office prior to the expiration of his or her term.

Article 8: Committees

A. The President shall assure each year that the following Standing Committees are staffed:

1. **Executive Committee** - The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Secretary and Treasurer. The Executive Committee shall be chaired by the President or, in their absence, the President-Elect. The Executive Committee may act on behalf of the Board of Directors between regular meetings of the Board. Any action taken by the Executive Committee shall be reported to the full Board of Directors at its next regular meeting. All Directors will be notified at least 24 hours in advance of an Executive Committee Meeting. Any member of the Board of Directors may attend a meeting of the Executive Committee, but only members of the Executive Committee shall have a vote.
2. **Budget Committee.** – The Budget Committee shall be responsible for: preparation of an annual budget for approval by the Board of Directors; recommending and monitoring financial and investment policies; ensuring that all financial and tax filings are accurate and timely; arranging for internal audits as necessary; and providing oversight and assistance to the Treasurer as deemed appropriate. The Committee will report on the financial condition of the RBHA at each general membership meeting. This report shall include the change in the monthly and year-to-date operating results since the last general membership meeting. An internal audit will be conducted every other year and on change to a new Treasurer. The internal audit will be overseen by the Executive Committee.
3. **Communications Committee** – The Communications Committee shall be responsible for: the preparation of the contents of the quarterly newsletter, city updates and constant contact communications as well as the RBHA website and other approved social media platforms.
4. **Membership Committee** –The Membership Committee shall be responsible for: the preparation of promotional materials and campaigns to market RBHA to new and prospective members, ensuring membership materials and applications are delivered to the membership in early January, and maintaining the membership list regarding new members, resignations and deaths.
5. **Nominating & Governance Committee** – The Committee shall be responsible for: the recruitment and nomination of candidates for election to the Board of Directors and for reviewing the governance practices of RBHA.

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: Fiscal Year

A. The fiscal year of RBHA shall be the calendar year.

Article 10: 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 Bylaws.

Article 11: Amendment of Bylaws

A. These Bylaws 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 12: 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.

B. The membership list is for the sole and exclusive use of the RBHA as determined by the Board. Furthermore, the Board shall limit access to the membership list to the minimum number of persons necessary to conduct RBHA business. In no event shall the Board permit the membership list to be copied, possessed, or utilized for purposes not directly associated with RBHA business.

C. See RBHA website for Privacy Policy.

Article 13: Offices

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