

Dated: \_\_\_\_\_, 2015

~~AMENDED-BYLAWS~~  
DELAWARE APARTMENT ASSOCIATION, INC.  
BY-LAWS

ARTICLE I. NAME

Section 1. The name of this corporation shall be the DELAWARE APARTMENT ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II. MEMBERSHIP

Section 1. Non-Stock. The Association shall not have shares of stock of any class and shall have only those types and classes of Members as provided for in this Article.

Section 2. Membership Classifications. Membership is open to any person, firm, partnership, corporation or other entity interested in the multi-family housing industry who meets the requirements set forth in this Article II, and who shall otherwise qualify. Membership shall be divided into the following classifications:

(a) Owner/Management Company Member: This classification shall include all Members who own, manage and/or develop multi-family rental housing in the State of Delaware.

(b) Associate Member: This classification shall include any person, firm, partnership, corporation or other entity providing services to the multi-family housing industry in the State of Delaware who does not qualify as an Owner/Management Company Member. As a general rule, an Associate Member does not serve on the Board of Directors and is not entitled to a copy of the minutes of any meeting other than those of the annual meeting. However, the ~~board~~ Board in its discretion may elect no more than ~~three-five (53)~~ Associate members to serve as Ex-Officio members of the ~~board-Board~~ for a term not to exceed one year. While serving as an Ex-Officio member of the ~~board-Board~~, each ~~associate-Associate member-Member~~ is entitled to a vote on Association business, and a copy of the applicable minutes. No other Associate Member is entitled to vote upon ~~association-Association~~ business. All other Associate ~~members-Members~~ are non-voting members. Only Associate ~~members-Members~~ in good standing may serve as an Ex-officio member of the Board of Directors.

(c) Condominium Association or Cooperative Member: This classification shall include as a member either condominium associations or cooperative-s who own, manage or develop condominium or cooperative housing. A condominium or cooperative association member may vote on ~~A~~association business. If a condominium or cooperative is managed by a condominium association or by a cooperative board then the condominium or cooperative must join as a condominium association or cooperative members.

(d) For the purposes of these bylaws all references to "Member(s)" are to Owner/Management Company Members unless otherwise designated.

Section 3. Election of Members. An applicant for membership shall submit a signed Application for Membership wherein the applicant agrees to abide by the Association's By-Laws as they now exist ~~of or~~ they might hereinafter be amended, the Association's Code of Ethics, and all decisions and policies of the Association as adopted by the Association, its Board of Directors or the Executive Committee, together with payment of the first full year's dues. An affirmative vote of two-thirds (2/3) of the Executive Committee present and voting at a meeting of the Executive Committee, at which a quorum is present, shall be required for the election to membership.

~~Election of Ex Officio Board members. Any Associate member in good standing may be considered by the board for election to one of the five possible positions on the Board of Directors as an Ex Officio Board Member. The Board of Directors has complete discretion to fill up to five (5) such positions but is under no obligation to fill all three positions. An affirmative vote of two-thirds (2/3) of the directors present and voting at a meeting of the Board, at which a quorum is present, shall be required for the election to the Board as an Ex Officio Board Member.~~

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Section 4. Transfer of Membership. Membership in the Association in not transferrable or assignable.

Section 5. Membership Requirements. If a rental community is managed by a third party management company (being a management company in which the owner of the rental community or any of the principals of the owner of the rental community does not hold a controlling interest in the management company or in which there is no common interest and control between the management company any of the principals of the management company and any of the principals of the owner of the rental community), the management company must join as an Owner/Management Company Member and pay dues based on the total number of rental units managed by that management company within that rental community and also within any other rental community within the State of Delaware owned by any affiliated or subsidiary company to the owner of that rental community as of December 1 of each calendar year. This will include rental units managed by any affiliated or subsidiary company associated with that management company as reasonably determined by the Board of Directors. If a rental community is managed by a controlled management company (being a management company in which the owner of the rental community or any of the principals of the owner of the rental community holds a controlling interest or in which there is common interest and control between the management company or any of the principals of the management company and any of the owner of the rental community or any of the principals of the owner of the rental community), the management company must join as an Owner/Management Company Member and pay dues based on the total number of rental units managed by that management company within the State of Delaware, including rental units managed by any affiliated or subsidiary company associated with that management company as reasonably determined by the Board of Directors. If the owner of a rental community joins as an Owner/Management Company Member it shall pay dues based on the total number of rental units owned by that Owner company within the State of Delaware as of December 1 of each calendar year, including all rental units owned by any affiliated or subsidiary company associated with that Owner company as reasonably determined by the Board of Directors. If a condominium or cooperative is managed by a condominium association or by a cooperative board then the condominium or cooperative must join as a

condominium association or cooperative member. An individual, who is employed by an entity that provides services to the industry may join the Association, as an Associate Member.

Section 6. Use of Forms. The Association shall have the exclusive right to sell or distribute to its Owner/Management Company Members, and to non-members, any publication or form which it has either copyrighted or obtained the rights to distribute. When the Board of Directors deems it expedient, it may delegate the right to sell or distribute such materials to an Affiliated Local Association. This right to sell or distribute may be withdrawn at any time by a majority vote of the Board of Directors.

### **ARTICLE III - ASSOCIATION MEETINGS**

Section 1. Annual Meetings. The annual meeting of the Association shall be held during the month of November of each year for the purpose of the election of the Officers and the Board of Directors and the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the Association may be held at such time and place as shall ~~from~~ time to time, by resolution, be determined by the Board of Directors, by the President, or by the President upon receipt of a written request from not less than ten percent (10%) of the Association's Owner/ Management Company Members.

Section 3. Place of Meetings. Except as otherwise provided herein, meetings of the Association shall be held at such place within the State of Delaware as may be stated in the notice of the meeting or the waiver thereof.

Section 4. Notice of Meetings. Notice of the time and place of each meeting of the Association, whether it be annual or special, shall be sent by first class mail, fax or email, to each Owner/Management Company Member, and Ex-Officio Member of the Board, not more than sixty (60) days nor less than ten (10) days before such meeting. Nothing contained herein, however, shall prevent the Owner/Management Company Members, or Ex-Officio Board Members, from waiving, in writing, the notice requirement as to the time or place of the meeting. The business to be transacted at any special meeting of the Association shall be stated in the meeting notice thereof and no other business may be considered at that time.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the Association, or any action which may be taken at a meeting of the Association, may be taken without a meeting if a unanimous consent in writing set forth the actions so taken shall be signed by all of the ~~M~~members, and Ex-Officio Board Members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Owner/Management Company Members holding ten percent (10%) of the votes which may be cast at any meeting, whether those votes be present in person or by proxy, shall constitute a quorum at such meeting. For the purpose of determining a quorum the Ex-Officio Board Members will be treated the same as any other member. If a quorum is not present at any meeting of the Association, a majority of the Owner/Management Company Members present may adjourn the meeting from time to time without further notice.

Section 7. Voting by Mail. The Board of Directors may, by resolution, submit matters to the Owner/Management Company membership by mail and conduct such elections, polls, surveys and resolutions in such a manner by mail as the Board of Directors shall determine in said Resolution. Under no circumstances, however, may any election or resolution or mail be deemed to be approved by the Association unless such election or survey is approved, in writing, by more than fifty percent (50%) of the Association's Owner/Management Company Members.

Section 8. Authority to Vote. At all meetings of the Association, each Owner/Management Company Member shall be entitled to one (1) vote. If a Member is a corporation, partnership, firm, association, proprietorship, trust or any other entity, the vote of such a Member may be cast at any meeting of the Association by any person who is a part of the Member's association. Each duly elected Ex-Officio Board ~~M~~member shall also be entitled to a vote.

Section 9. Proxies. Votes at any meeting of the Association may be cast in person or by proxy. Proxies shall be in writing and must be filed with the Secretary (or if the Secretary is not present, such other person as the President shall designate) before the appointed time of the meeting. A proxy shall only be effective for a maximum period of one hundred eighty (180) days following its issuance.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts ~~and~~ things that are not by law, by the Association's Articles of Incorporation or these By-Laws directed to be exercised and done by Owner/Management Company Members. The Board shall supervise, control, direct and manage the affairs and property of the Association, shall determine its policies or changes therein within the limits of the Association's Articles of Incorporation and these By-Laws, and shall actively promote the purposes for which the Association was established. The Board may adopt the Association's budget, establish Membership fees, appoint such agents as it may deem necessary and hire and dismiss such personnel as it may deem necessary for the operation of the Association. The ~~B~~board at its discretion is hereby empowered to elect no more than five (5) Associate ~~M~~members to serve as Ex-Officio ~~M~~members of the ~~B~~board for a term not to exceed one (1) year.

Section 2. Number of Directors and Term. The ~~initial~~ Board of Directors shall consist of ~~the Officers and the Board Members elected from among thea Board of Directors for each Owner/Management Company Members and the Ex-Officio Board Members, if any. Not more than two (2) representatives from each Owner/Management Company Member shall serve on the Board of Directors. If there are two (2) representatives from the same Owner/Management Company Member, only one (1) may serve as an Officer, with the other serving only as a Board Member.~~ The number of Directors of the Association, including Officers and Ex-Officio Board Members, if any, shall not be less than three (3), nor more than ~~forty-two~~ forty-two five (4525). The number of Directors may be increased or decreased from time to time by the affirmative vote of two-thirds (2/3-) of the entire Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Notwithstanding anything

herein contained to the contrary, the immediate past President of the Association shall serve as a Board Member with full voting privileges when he/she is present. For the purpose of these bylaws the term ~~D~~irector shall include each Officer, Board Member and Ex-Officio Board Member. Each Director shall serve a term of one (1) year and shall serve until his or her successor is elected and sworn in. The term of each Director shall begin on the date such Director is sworn in, such swearing in to take place no later than January 31 immediately following the Annual Meeting.

Section 3. Elections.

A. Election of Officers and Board Members. Any representative of an Owner/Management Company Member in good standing may be considered by the Membership for election as an Officer or a position on the Board of Directors. An affirmative vote of a majority of the Members present and voting at the Annual Meeting of the Association, at which a quorum is present, shall be required for the election as an Officer or to the Board. Nominations for an Officer position or a position on the Board shall be accepted by the Association up to ten (10) days prior to the Annual Meeting, at which time the slate of candidates shall be closed. At the Annual Meeting of the Association, elections shall be held first for the Officer positions, starting with President and proceeding thereafter with Vice-President, Secretary and Treasurer. Upon conclusion of the election of Officers, the election of the Board of Directors shall be held. Any candidate for election to an Officer position who is not successful may elect to be added to the slate of candidates for the Board of Directors at the conclusion of the election of Officers.

B. Election of Ex-Officio Board Members. Any Associate Member in good standing may be considered by the Board of Directors for election to one of the five (5) possible positions on the Board of Directors as an Ex-Officio Board Member. The Board of Directors has complete discretion to fill up to five (5) such positions but is under no obligation to fill all five (5) positions. Nominations for an Ex-Officio Board Member position shall be accepted by the Association up to ten (10) days prior to the Annual Meeting of Association, at which time the slate of candidates shall be closed. An affirmative vote of two-thirds (2/3) of the Directors present and voting at the Annual Meeting of the Board, at which a quorum is present, shall be required for the election to the Board as an Ex-Officio Board Member.

Section 4. Newly Created Directorships. If the number of Directors is increased, the newly created directorships resulting from the increase in the authorized number of Directors may be filled by a majority of the Directors then in office from ~~new~~ Owner/Management Company Members, subject to the limitations set forth in Section 2 hereof.

Section 54. Vacancies. In case of any vacancies in the Board of Directors, or the Ex-Officio Board ~~M~~embers, through death, resignation, disqualification, removal or any other cause, the vacancies thus created will ~~not be filled unless or until a new Owner/Management Company member or Ex-Officio board member is elected. In the event a vacancy is created by death, resignation, disqualification, removal or any other cause of the President, the vacancy shall~~ be filled by the vote of two thirds (2/3) of the remaining Members of the Board of Directors then in office, and the Director, or Ex-Officio Board ~~M~~ember, so chosen shall hold office until his/her successor shall be duly elected and shall qualify.

Section 65. Resignations. Any Director or Ex-Officio Board Member, may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 76. Removal.

A. Any Director, or Ex-Officio Board Member, may be removed from office for good cause shown upon the affirmative vote of two-thirds (~~2/3-~~) of the remaining Directors and Ex-Officio Board ~~M~~members, excluding, for purposes of calculating the vote, the accused Director or Ex-Officio Board Member, at any special or regular meeting of the Board provided that notice of the intention to act upon such matter shall have been given in the notice calling such meeting or the waiver of such notice. Any Director or Ex-Officio Board Member, whose removal has been proposed shall be given an opportunity to be heard at the meeting.

B. Absences - When any Director, or Ex-Officio Board Member, is absent without the approval of the President from three (3) consecutive regularly scheduled meetings of the Board, his/her directorship or Ex-Officio Board Member status, will automatically terminate, no further action of the Board being necessary. In the event of such removal, the vacancy shall be filled as provided in Article IV, Section ~~4-5~~ hereof.

Section 87. Quorum. At all meetings of the Board of Directors, thirty percent (30%) of the Directors and Ex-Officio Board ~~M~~members, shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors ~~shall~~ present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board, there be less than a quorum present, the majority of those present may either adjourn the meeting from time to time until a quorum is present, or conduct business subject to formal ratification by a later meeting which has a quorum.

Section 98. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors for the election of ~~officers the election of~~ Ex-Officio Board ~~M~~members, and the transaction of such other business as may come before it, shall be held at the office of the Association ~~unless otherwise determined by the Board of Directors,~~ within ~~seven-thirty (730)~~ days after the Association's annual meeting ~~unless otherwise determined by the Board of Directors.~~

Section 109. Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held four (4) times per year or at such times and places as shall from time to time by resolution be determined by the Board. One of the board meetings shall be in conjunction with the annual meeting of the ~~A~~association, ~~one shall be in conjunction with the Association Trade Show, and one shall be held in conjunction with the Holiday Gala.~~ Special meetings shall be held when called by the President, the Vice-President or by written request made by at least twenty percent (20%) of the Directors submitted to the President or Vice-President.

Section 110. Place of Meeting. Except as otherwise provided herein, meetings of the Board of Directors shall be held at such place within the State of Delaware as may be stated in the notice of the meeting or the waiver thereof.

Section 121. Notice of Meetings. Notice of the time and place of each regular meeting of the Board of Directors shall be delivered personally or sent by first class mail or by fax or email, to the Members of the Board, including the Ex-Officio Board Members, at least seven (7) days before such meeting. Notice of the time and place of each annual or special meeting of the Board shall be delivered personally or sent by first class mail or by fax or email at least ~~three-ten~~ (103) days before such meeting. Nothing contained within this Section to the contrary shall prevent the Board of Directors from unanimously waiving the notice requirement as to the time or place of meeting. The business to be transacted at any special meeting shall be stated in the meeting notice thereof and no other business may be considered at that time.

Section 132. Compensation. Directors and Ex-Officio Board Members, as such, shall not be entitled to receive compensation for their services, but, by resolution of the Board, may be reimbursed for expenses incurred in the performance of their duties and further provided that nothing herein contained shall be interpreted to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

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Section 143. Voting. At all meetings of the Board of Directors, each Director and each duly elected Ex-Officio Board ~~M~~member, shall be entitled to one (1) vote.

Section 154. Informal Action by Directors. Any action required by law, or otherwise authorized to be taken at a meeting of the Board, may be taken without a meeting if a unanimous written consent in lieu of a meeting setting forth the actions so taken shall be signed by all of the Directors and Ex-Officio Board Members.

## **ARTICLE V. OFFICERS**

Section 1. Designation. The Officers of the Association shall be elected by the ~~Board of Directors and the Ex-Officio Board Members~~Members, at ~~its the Association A~~annual ~~M~~meeting. The Officers shall be a President, Vice-President, Secretary and Treasurer. No person may hold more than one office at a time. ~~The President and Vice President shall be chosen from among the Owner/Management Company Members.~~All Officers must be representatives of Owner Management Company Members in good standing of the Board. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified and sworn in, which swearing in shall be held coincident with the swearing in of the Board Members. Should any office become vacant, such vacancy may be filled for the balance of the term thereof at any regular or special meeting of the Board of Directors.

Section 2. Resignation, Removal, Vacancies. Any Officer may resign at any time by giving written notice to the President, the Vice President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President. Any Officer may be removed from office at any time by a two-thirds (2/3) vote of the entire Board of Directors with or without cause. In case of any vacancies in the Officers through death, resignation, disqualification, removal or any other cause,

the vacancies thus created will be filled by the vote of two thirds (2/3) of the remaining Members of the Board of Directors then in office, and the Officer so chosen shall hold office until his/her successor shall be duly elected and shall qualify.

Section 3. Powers and Duties of the Officers. The Officers so chosen shall perform the duties and exercise their powers as follows, as well as such other powers and duties as may be assigned to them from time to time by the Board of Directors.

A. President - The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Association in the ordinary course of its business. He/She shall preside at all meetings of the Board of Directors and may make, sign and execute all contracts and other obligations and any and all instruments and papers of any kind or character in the name of the Association. He/She shall preside at all meetings of the Association and of the Board, and shall do and perform such other duties as may from time to time be assigned to him/her by the Board of Directors.

B. Vice-President - The Vice-President shall have the usual powers and duties pertaining to that office, together with such other powers and duties as may be assigned to him/her by the Board of Directors or the President. The Vice-President shall have and exercise the powers of the President during the President's absence or temporary inability to act. In the event of the President's death, resignation, disqualification, removal, or for any other cause resulting in a vacancy in the office of the President, the Vice-President shall temporarily succeed to the powers, duties and responsibilities of the office of President, until such time as the Board of Directors can meet and choose a successor to the President.

C. Treasurer - The Treasurer shall have custody of all funds and securities of the Association which come into his/her hands. He/She shall keep an accounting of all money collected and disbursed by the Association, shall prepare budgets, shall keep the financial records of the Association and shall render an annual statement to the Board of Directors. The Treasurer shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors.

D. Secretary - The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors and make copies of the same available to the owner/management company members. He/She shall attend to the giving and serving of all notices and may sign, with the President or Vice-President, in the name of the Association, all contracts or other instruments and papers of the Association. He/She shall have charge of and maintain and keep such other books and records as the Board of Directors may direct, all of which shall, at all reasonable times, be open to inspection by any Director upon request at the office of the Association during business hours and he/she shall, in general, perform all duties incident to the office of the Secretary subject to the control of the Board.

E. General Counsel - General Counsel shall represent and advise the association, the Board of Directors and the Officers. He/She shall keep the records of the incorporation of the association and any information on the tax exempt status of the Corporation.

**ARTICLE VI. LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**



Section 1. Liability and Indemnification of Officers and Directors. The Association shall indemnify every Officer, Director, and Ex-Officio Member of the Board of the Association as more fully set forth in the Articles of Incorporation, against any and all expenses, including counsel fees, actually and reasonably incurred by or imposed upon an Officer or Director in connection with any action, suit or other proceeding, including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Association to which he/ she may be made a party by reason of being or having been an Officer or Director, or Ex-Officio Member of the Board, whether such person is an Officer, Director or Ex-Officio Board Member, at the time such expenses are incurred. The Officers and Directors and Ex-Officio Board Members of the Association shall not be liable to the Members of the Association for any mistake of judgment, negligence, or otherwise, except (1) to the extent that it is proved that such Director, Ex-Officio Board Member, or Officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such Director, Ex-Officio Board Member or Officer is entered in a proceeding based on a finding in the proceeding that such Director's, Ex-Officio Board Member or Officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding. The Officers, Directors and Ex-Officio Board Members of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold such Officers, Directors and Ex-Officio Board Members of the Association free and harmless against any and all liabilities to others on account of such contracts and commitments. Any right to indemnification provided for herein shall be in addition to and no way limit any other rights to which any Officer, Director or Ex-Officio Board Member or former Director, Officer or Ex-Officio Board Member may have under the laws of the State of Delaware.

Section 2. Common or Interested Directors. The Directors and Ex-Officio Board Members shall exercise their powers and duties in good faith and with a view to the interests of the Association. No contract or other transaction between the Association and one or more of its Directors, or Ex-Officio Board Members, or between the Association and any corporation, firm or association, in which one or more of the Directors or Ex-Officio Board Members of this Association are directors or officers, or are pecuniarily or otherwise interested, is either void or voidable because such Director, Directors or Ex-Officio Board Members are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following subparagraphs exist:

(a) The fact of the common directorate or interest is disclosed to the disinterested Directors and Ex-Officio Board Members or an affirmative majority thereof and noted in the minutes; and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote as above even if the disinterested Directors and Ex-Officio Board Members constitute less than a quorum; or

(b) The fact of the common directorate or interest is disclosed to the Members of the Association, or a majority thereof, and they approve or ratify the contract or transaction in good

faith by a vote of a majority of the Members, excluding those who would benefit from the transaction; or

(c) The contract or transaction is fair and commercially reasonable to the Association at the time it is authorized, ratified, approved or executed.

Common or interested Directors or Ex-Officio Board Members may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies any contract or transaction, and may vote at such meeting to authorize any contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or is so interested.

## **ARTICLE VII. COMMITTEES**

**Section 1. Executive Committee.** The Executive committee shall be comprised of the President, the Vice-President, the Secretary, the Treasurer, ~~one previous and the immediate Past~~ President, ~~the~~ Legislative Affairs Professional, the Association Executive, and the General Counsel ~~shall serve on the Executive Committee as ex-officio members, without voting power.~~ The President may appoint the chairperson of a pertinent committee as an additional member to the Executive Committee. Other individuals may be invited to attend and address the Executive Committee but they do not have a vote on Executive Committee matters. The Executive Committee shall be the policy and steering committee of the Association. The Executive Committee shall have, and may exercise, all of the powers of the Board of Directors when the Board is not in session in the management of the business and the affairs of the Association, except that the Executive Committee shall have no power (a) to elect Directors; (b) to alter, amend or repeal these By-Laws; (c) to appoint any Owner/Management Company Member to the Executive Committee; (d) to authorize the sale, lease, exchange or mortgage of all, or substantially all, of the property or assets of the Association; (e) to authorize the merger, dissolution or consolidation of the Association or to revoke proceedings therefore; (f) to pass an operating budget for the conduct of the financial affairs of the Association; or (g) to enter into any contract, lease or other financial obligation which is for an amount in excess of \$15,000.00. Evening or dinner meetings of the Executive Committee shall be held every month from September to June (10 times per year) or at such time and place as the President may determine. Notice of each meeting of the Executive Committee shall be given (or waived) in the same manner as notice for a Board meeting, and fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business. Minutes of all meetings of the Executive Committee shall be kept by the Secretary and presented to the Board of Directors. The President shall be the Chairperson of the Executive Committee.

**Section 2. Standing Committees.** The Association shall have the following Standing Committees whose members shall be appointed by the President, subject to the approval of the Board of Directors.

- (A) Education;
- (B) Legislative (Government Affairs);
- (C) Membership;
- (D) Budget and Finance;
- (E) Events;

~~(E)~~(F) IROC.

Section 3. Other Committees. Other committees may be designated by a resolution adopted by a majority of the Directors present at a meeting of the Board at which a quorum is present. Except as is otherwise provided in such resolution, members of each such Committee shall be Members of the Association and the President shall appoint the members and the chairperson thereof. Any member of a Committee may be removed either by the President or by a majority of the Board of Directors whenever, in either of their judgments, the best interests of the Association may be served by such removal.

Section 4. Term of Office. Each member of a Committee shall continue as such until the next annual meeting of the Association or until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof, or unless the task or subject matter of the Committee no longer requires the existence of the same.

#### **ARTICLE VIII - FINANCIAL RECORDS AND REPORTS**

Section 1. Financial Records. The Association shall maintain current, true and accurate financial records with full and complete entries made with respect to all financial transactions of the Association, including all income and expenditures in accordance with generally accepted accounting practices.

Section 2. Inspection of the Books. The records, books and annual reports of the financial activity of the Association shall be kept at the principal office of the Association or, at the direction of the Board of Directors, off-site at an outside independent accounting service located within the State of Delaware. Such records, books and annual reports shall be maintained for at least three (3) years after the closing of each fiscal year, and shall be available to owner/management company members for inspection and copying thereof during normal business hours. The Association may charge for reasonable expenses of preparing copies of such records or reports.

Section 3. Calendar Year. The Association's fiscal year shall commence on the first day of January and shall end of the thirty-first day of December of each year.

Section 4. Audit. The Association shall cause an audit of its books and records to be made ~~any~~ by an independent certified public accountant once ~~in each~~ every three (3) calendar years. In the intervening years, the Association shall cause a review of its books and records to be made by an independent certified public accountant.

Section 5. Bonding. ~~At the discretion of the Board,~~ any person entrusted with the handling of the Association funds shall, at the expense of the Association, be covered by a fidelity bond in such sum ~~at~~ as the Board shall prescribe.

#### **ARTICLE IX - DUES**

Section 1. Annual Dues and Assessments. The Board of Directors shall determine from time to time the amount of the annual dues payable to the Association by the Members of each classification. In addition to annual dues, the Board of Directors shall have the power and authority to establish all other dues and/or assessments that might be due or required by the Association.

Section 2. Payment of Dues. Dues are payable annually, in advance, and shall be due and payable on ~~the first of the month of the annual anniversary date of membership~~ January 1 of each year. All applicants for membership must submit with their application a full year's dues as provided above. Membership dues will be prorated in Year Two.

Section 3. Default in payment of dues and Termination of Membership. When any Member of any class fails to make payment in full of dues within ninety (90) days from the stated ~~date due~~, due date, that Member's membership in the Association shall automatically be cancelled and terminated. The termination, or cancellation, is final unless either the Board or the Executive ~~C~~committee, in its next scheduled meeting, withdraws the termination or cancellation.

Section 4. Refunds. No dues shall be refunded to any Member whose membership terminates for any reason.

#### **ARTICLE X - CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

Section 1. Authority to Contract. The Board of Directors, except as in these By-Laws or by law otherwise provided, may authorize any Officer or Officers in the name of, and on behalf of, the Association, to enter into any contract or execute and deliver any instrument and such authority may be general or confined to specific instances. No one, other than an authorized Officer, shall have any power or authority to bind the Association by a contract or to pledge its credit, or to render it liable for any purpose or any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Association unless authorized by the vote of the Board of Directors.

Section 3. Payment of Funds. All checks, drafts and other orders for the payment of money, including any ACH transfers, out of the funds of the Association and all notes or other evidences of indebtedness of the Association shall be signed on behalf of the Association, ~~and checks must contain the signature of both~~ by any two of the Association Executive, the President and the Treasurer to be a valid negotiable instrument. All bank accounts shall contain a legend that so limits the use of the account. This requirement may be from time to time changed by a resolution of the Board of Directors. All credit and debit cards of the Association shall be used subject to such rules and guidelines as may be adopted by the Board from time to time.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such bank or other depositories as the ~~Board of Directors~~ President and/or Treasurer may select. Any Officer of the Association may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Association.

Section 5. Source of Funds. The Association shall be supported from dues, charges and assessments established by the Board of Directors and with contributions of cash and property received from foundations, corporations, organizations, groups or individuals. The Board of Directors shall have the sole responsibility of accepting or refusing specific contributions.

#### **ARTICLE XI - SUSPENSION, ETC. OR REINSTATEMENT OF MEMBER**

Section 1. Suspension, etc. for Cause. Any Member may, for cause, be censured, suspended for a specific period or expelled from the Association upon the affirmative vote of two-thirds (2/3) of the Board of Directors and Ex-Officio Board Members, excluding, for purposes of calculating the vote, any Director who is the accused Member or an agent, servant or employee of the accused Member, at any special or regular meeting of the Board, provided that notice of the intention to act upon such matter shall have been given in the notice calling such meeting or the waiver of such notice. Any Member whose proposed censor, suspension or expulsion has been proposed, shall be given an opportunity to be heard at the meeting. A violation of these By-Laws, the Association's Code of Ethics, any lawful rule duly adopted by the Association or any other conduct prejudicial to the interests of the Association shall be sufficient to warrant disciplinary action by the Board.

Section 2. Resignation. A Member may resign at any time upon written notice to the Association, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 3. Reinstatement. Upon written request signed by a former Member, and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3-) of the Directors present and voting at a meeting of the Board at which a quorum is present, reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

Section 4. Rights and Privileges. All rights, privileges and interest of a Member in or to the Association shall cease upon the termination of membership.

#### **ARTICLE XII - ASSOCIATION EXECUTIVE CHIEF ADMINISTRATIVE ORDER**

Section 1. Designation. The Association, acting by and through its Board of Directors, may from time to time, employ a salaried staff head as Association Executive (AE) of the Association, who shall have the title of Executive Vice President and whose terms and conditions of employment shall be specified by the Board. The day to day administration and management of the Association shall be vested in the Association Executive. The Association Executive shall have the authority to delegate specialized areas of administrative functions to qualified administrative assistants and ancillary personnel within the Association. He/She shall also implement the decisions of the Board of Directors and Executive Committee, be directly responsible to the Board and perform such duties as may be assigned by the Board of Directors or the Executive Committee.

Section 2. Staff Hiring. The Board through its officers or executive officer may, from time to time hire whatever staff it deems necessary and proper.

### **ARTICLE XIII - NON-DISCRIMINATORY POLICY**

Section 1. The Association in its employment practices, educational programs and all other activities that might be undertaken by the Association, adopts a non-discriminatory policy. It does not discriminate on the basis of race, sex, marital status, national origin, or physical or mental handicap in its employment policies, educational policies, admissions policies or any of its other programs or activities.

### **ARTICLE IV - MISCELLANEOUS**

Section 1. Code of Ethics. Each Member, by virtue of their being accepted into membership of this Association, shall be deemed to have adopted and approved the Association's Code of Ethics, a copy of which is attached hereto as Exhibit A.

Section 2. Loans to Officers and Directors. No loans shall be made by the Association to any staff, member, officer or director.

Section 3. Amendment of By-Laws. The power to alter, amend or repeal these By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors who may amend, alter or repeal the same at any annual or special meeting, if notice of the proposed action is contained in the notice of said meeting, upon the affirmative vote of two-thirds (~~2/3~~) of the entire Board of Directors.

Section 4. National Affiliation. The Association shall become affiliated with the National Apartment Association.

Section 5. Rules of Procedure. All meetings of the Association and its Board of Directors shall be governed by Robert's Rules of Order. The order of business at all meetings shall be as follows:

- (a) Reading and approval of Minutes of the previous meeting.
- (b) Reports of Officers.
- (c) Reports of Committees.
- (d) Election of Directors (where appropriate).
- (e) Unfinished business.
- (f) New business.
- (g) Adjournment.

Approved as amended this \_\_\_\_ day of \_\_\_\_\_, 2015 by a 2/3 vote of the ~~Members~~  
Directors in attendance.

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President

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Secretary

**EXHIBIT "A"**  
**DELAWARE APARTMENT ASSOCIATION, INC.**

**CODE OF ETHICS**

We, the Members of the Delaware Apartment Association, Inc. recognizing our duty to the public and the nature of the relationship between the apartment resident and the apartment owner or manager, and being aware of the increasing role of the apartment industry in providing needed housing, and in order to provide the multi-housing community with quality and service upon the highest standards of honesty and integrity, do hereby bind ourselves, with the adoption of this Code of Ethics, agreeing that, so long as we remain Members of the Association, and so long as nothing contained herein shall be unlawful, we shall:

1. Promote cooperation within the multi-housing industry through the pursuit of common business interests and goals.
2. Create and maintain high standards for business dealings within the industry and to combat trade abuses within the industry.
3. Make the public aware of issues involving the industry and to improve relations between the public and the industry.
4. Research and develop, publish and disseminate information pertinent to the industry, and to the members of the Association.
5. Advocate and promote high professional standards and sound business practices among the Members of the Association in the interest of the industry and the general public.
6. Sponsor and promote conventions and trade shows featuring the industry, educational programs, seminars, and other educational forums for the benefit of the Members and the industry.
7. Increase awareness within the industry of federal, state and local laws and regulations involving the industry, monitor legislation affecting the industry in the State of Delaware and actively promote and lobby for appropriate housing legislation.
8. Seek to provide better values, so that an even greater share of the public may enjoy the many benefits of apartment living.
9. Support all fair housing laws and shall not permit discriminatory acts within the apartment industry with regard to housing or employment and shall not deny housing or employment to any person for reasons of race, color, religion, sex, handicap, familial status or national origin. Members of the Association shall not be a party to any plan or agreement to discriminate against a person or persons on the basis of race, creed, color, religion, sex, handicap, familial status or national origin.