

Tax Map & Parcel Nos.:

1-34 11.00 14.00; 262.00 - 299.00;
301.00 -309.00; 311.00 - 318.00;
320.00 - 366.00; 368.00 - 377.00;
379.00 - 396.00; 398.00 - 422.00;
424.00 - 431.00; 433.00 - 449.00;
451.00 - 460.00; 462.00 - 466.00;
468.00 - 514.00; 516.00 - 523.00;
525.00 - 535.00; 537.00 - 543.00;
768.00 - 779.00 (all inclusive)

BK = 4805 PG = 307

Prepared by & Return to:

Steen, Waehler & Schrider-Fox, LLC
92 Atlantic Avenue, Unit B
P.O. Box 1398
Ocean View, DE 19970
MRSF

RECEIVED
NOV 29 2017
ASSESSMENT DIVISION
OF SUSSEX COUNTY

**AMENDED & REPLACED BY-LAWS
FOR
BLACKWATER VILLAGE ASSOCIATION, INC.**

WHEREAS, owners of lots in Blackwater Village, a subdivision located along Vines Creek Road (also known as State Route 26) in Baltimore Hundred, Sussex County, Delaware, are members of the Blackwater Village Association, Inc. ("Association"), a Delaware non-stock corporation, and, as members of said corporation, governed by a set of corporate By-Laws; and

WHEREAS, the By-Laws may be amended by and with the affirmative vote of two-thirds of the members and the Board present and voting at a membership meeting held in accordance with Article XXVII of the existing By-Laws; and

WHEREAS, the By-Laws for the Association have not been previously recorded at the Office of the Recorder of Deeds, in and for Sussex County, Delaware; and

WHEREAS, with this recording, the Association hereby places the By-Laws for the Association, as recently amended and replaced by the vote of the membership, of record with the Office of the Recorder of Deeds, in and for Sussex County, Delaware; and

WHEREAS, due to the number of changes made to the By-Laws as a result of the recent vote of the membership, all previous versions of the By-Laws are hereby replaced in their entirety by and through this recording; and

NOW THEREFORE, pursuant to the authority provided in Article XXVII of the By-Laws, two-thirds of the members and the Board present and voting at a membership meeting hereby revise, amend, substituted and replace the By-Laws for Blackwater Village Association, Inc., as follows:

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**BY-LAWS
OF
BLACKWATER VILLAGE ASSOCIATION, INC.**

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ARTICLE I
OFFICE

- Section 1. The name of this non-profit association shall be Blackwater Village Association, Inc.
- Section 2. The address of this Association is 31275 Mohican Drive, Dagsboro Delaware 19939.

ARTICLE II
MEMBERSHIP

- Section 1. Each Grantee of a lot automatically becomes thereby a member of the Association and as such is entitled to that number of voting units as is equal to one vote for each lot or combined lot owned.
- Section 2. In the absence of competent evidence to the contrary, the Association shall be entitled to treat the Members of record upon the Membership Register of the Association as the Members in fact thereof, and in the absence of any competent evidence to the contrary, the Association shall not be bound to recognize any equitable or other claim to or interest in such Membership on the part of any other person, save as expressly provided by the laws of Delaware.

ARTICLE III
CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Association, the year of the incorporation and the words "Incorporated Delaware".

ARTICLE IV
MEETINGS

- Section 1. Membership meetings shall be held twice annually: May and September.
- Section 2. The Board of Directors shall hold regular meetings in April, June, August and November. Additional meetings may be called as deemed necessary.
- Section 3. Special meetings of the membership may be called by the President at such times as he/she may deem necessary; or upon the written request signed by four members of the Board of Directors; or upon the written request of Members of the Association owning, in freehold, fifteen percent (15%) in number of all lots, in BLACKWATER VILLAGE, a restricted, real estate development situated in Baltimore Hundred, Sussex County, Delaware, either as shown upon the original Subdivision Plot thereof, or as shown upon any Supplemental Plot Plan 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.

Section 4. Special meetings of the Board of Directors may be called by the President on three days' notice in writing or on two days' notice by telegram, messenger, by U.S. Mails, or other acceptable proven means (such as email) to each Director and shall be called by the President in like manner on the written request of four Directors .

ARTICLE V **NOTICES**

Section 1. Notice of all meetings shall be mailed by the Secretary to each Member of record entitled to vote, at his last known post office address on the books of the association, at least ten (10) days prior thereto.

Section 2. Exceptions to the stated ten (10) days' notice of meetings shall be taken when meetings are called as result of emergency conditions, at the discretion of the President of the Association.

Section 3. The Secretary may render written notice to all members living within BLACKWATER VILLAGE, which may be delivered in person, by messenger, by U.S. Mails, or by other acceptable proven means (such as email). At the same time, one notice of the meeting shall be posted on the Bulletin Board, or other specified public location.

Section 4. Paperless option: Property owners may choose to receive correspondence, billing and notice and other official notification from the Village by electronic mail in lieu of printed/mailed material. Said election must be made in writing and signed by the property owner, which choice shall be recorded in village records and remain in effect until changed in writing by the property owner. In cases of elections and ballots, ballots will only be accepted in paper form. Ballots may be sent out by e-mail to property owners and printed out. Only votes cast on paper ballots will be counted.

ARTICLE VI **WAIVER OF NOTICE**

Section 1. 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.

ARTICLE VII
OFFICERS

- Section 1. The Officers of this Association shall be the President, Vice President, Secretary and Treasurer.
- Section 2. All officers must be owners of property within BLACKWATER VILLAGE, a real estate development situated in Baltimore Hundred, Sussex County, Delaware.
- Section 3. One person may hold more than one (1) of the offices, aforementioned , other than the office of President.
- Section 4. The officers of the Association shall hold office until their successors are elected.
- Section 5. Any officer elected by the membership or appointed by the Board of Directors may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors.
- Section 6. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the Board of Directors. The appointment will expire at the next regular election.

ARTICLE VIII
DUTIES OF OFFICERS

- Section 1. PRESIDENT - Shall be the chief executive officer of the Association. It shall be his/her duty to preside at all meetings of the Members and Directors; to have general and active management of the business and affairs of the Association; to see that all orders and resolutions of the Board of Directors and/or members are carried into effect; to execute all contracts, agreements, deeds, bonds, mortgages, and other obligations and instruments, in the name of the Association, and to affix the corporate seal thereto when authorized by the Board of Directors.
- (a) He/she shall have the general supervision and direction of the other officers of the Association and shall see that their duties are properly performed.
- (b) He/she shall give a report of the operations of the Association for the year to the Members and Directors at their regular meeting in September of each year.
- (c) He/she shall be ex-officio 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 an Association.

Section 2. VICE-PRESIDENT - Shall be vested with all the powers and required to perform all the duties of the President in this absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. PRESIDENT PRO TEM - In the absence or disability of the President and the Vice-President, the Board of Directors may appoint from their own number a President Pro Tem.

Section 4. SECRETARY - shall attend all meetings of the Association and all meetings of the Board of Directors.

(a) He/she shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose.

(b) He/she shall give proper notice of all meetings of Members and Directors and shall perform such other duties as shall be assigned to him/her by the President, or the Board of Directors.

(c) He/she shall be the custodian of the corporate seal, and of all the books and records of this Association, except as may be otherwise provided.

Section 5. TREASURER - shall disburse the funds of the Association as may be ordered by the Board, and/or the President, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association, and at the November meeting of the Board submit a full report for the preceding year. The Treasurer may enlist the assistance of the Association's bookkeeper or property manager, if any, to aid him/her in fulfilling the foregoing duties.

(a) He/she shall give the Association a security bond, the premium for which shall be paid for by the Association, in an amount required by the Board of Directors, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of his office and the restoration to the Association, in case of his death, resignation or removal from office, of all his books, papers, vouchers, money and other property of whatever kind in his possession, belonging to the Association.

(b) He/she shall perform such other duties as the President and/or Board of Directors may from time to time prescribe or require.

ARTICLE IX
BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer of the Association as set forth in Article VII, Section 1, and three (3) other members elected by the membership under the provisions set forth in Article XI of these By-Laws .
- Section 2. All Directors must be owners of property within Blackwater Village, real estate development situated in Baltimore Hundred, Sussex County, Delaware.
- Section 3. Any Director may be removed either with or without cause at any time by the affirmative vote of the membership of Blackwater Village Association, Inc.
- Section 4. No Board member shall receive any compensation from the Association for acting as such, but may be reimbursed for necessary expenses incurred in regard to service as a Board member, as approved by the Board from time to time.

ARTICLE X
DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the Association, subject to the provisions of Delaware corporate law, the Certificate of Incorporation, the By-Laws and Blackwater Village Covenants, Restrictions and Conditions dated 30 March 1973 and any amendments thereto.
- Section 2. To purchase or otherwise acquire property, rights or privileges for the Association, which the Association has power to take, at such prices and on such terms as the Board of Directors may deem proper.
- Section 3. Shall direct the Treasurer to establish such bank accounts as they deem necessary, in the name of, and for the use of the Association in a responsible bank or banks of Delaware; to deposit therein all monies on hand and received by or on behalf of the Association; and to withdraw and/or pay out the same for the purposes and uses of the Association only; by check or voucher signed by the President and/or Treasurer of this Association.
- Section 4. To pay for such property, rights or privileges in whole or in part with money, bonds, debentures or other securities of the Association, or by the delivery of other property of the Association.

- Section 5. To create, make and issue 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 6. To appoint agents, clerks, assistants, factors, employees and trustees, and to dismiss them at its discretion, to fix their duties, to pay for their services and to change them from time to time and to require security as it may deem proper.
- Section 7. To confer on any officer of the Association the power of selecting, discharging or suspending such employees.
- Section 8. To determine by whom and in what manner the Association's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.
- Section 9. A majority of the Board of Director shall collectively agree to the tentative annual budget that is to be presented to the membership as provided in Section 1 of Article XV of these By-Laws.
- Section 10. The Board of Directors shall appoint three (3) persons to serve on the Architectural Committee for a term of two (2) years according to Blackwater Village Covenants, Restrictions and Conditions. The members of the Board shall hold office until their respective successors shall have been elected and the newly elected member's willingness to serve confirmed.
- Section 11. Except honoraria or donations made in exchange for services provided, the Board shall not make any donations exceeding \$50.00 to any nonprofit organizations unless the donation has been approved by the membership as part of the annual budget process or unless otherwise approved by a vote of the membership.

ARTICLE XI
NOMINATIONS AND ELECTIONS AND TERMS OF OFFICE

- Section 1. A membership meeting shall be convened annually in May to receive the report of the Nominating Committee and to place in nomination the names of these and any other candidates duly nominated from the floor. Nominations shall remain open following the May meeting, until August 1 each year.
- Section 2. A membership meeting shall be convened in September to collect and tally the ballots of the membership.
- Section 3. Ballots for the election of the President, other Officers and Directors-at-large shall be prepared and distributed to the membership by the Secretary at least one (1) month prior to the Election. Each ballot shall list each duly nominated candidate.

- Section 4. The candidates for open Officer and Director positions of this Association, who receive the greatest number of votes for the position they are running to fill, shall be declared elected. The tally of votes received shall be counted and certified by the Election Tellers.
- Section 5. The term of office for President and other Officers of the Association shall be for two (2) years from January 1st through December 31st. The Directors-at-large shall serve three (3) years from January 1st following election through December 31st of the third year. In the first election following the adoption of these By-Laws; three (3) Directors-at-large will be elected: one (1) designated to serve a three (3) year term, one (1) designated to serve a two (2) year term and one (1) designated to serve a one (1) year term. At succeeding elections one Director shall be elected to serve for a three (3) year term.
- Section 6. Only members of Blackwater Village in good standing are eligible to be candidates for election as an Officer or as a Director of this Association. A member is in good standing if he/she is current in his/her payment of all assessments, dues and other charges due and owing the Association, and who is not in violation of the Covenants or other governing document for the Association.
- Section 7. If the President and/or any such Director shall cease to be a Member in good standing of the Association, his office shall be immediately vacated.
- Section 8. The President's term is restricted to two (2) successive terms after which he/she is ineligible for any elective office in the next election, unless no one else is willing to serve. Eligibility to be a candidate for elective office is regained after a one (1) year lapse of eligibility.
- Section 9. In the event that the office of an Officer or member of the Board of Directors shall become vacant due to resignation from office, resignation from membership in the Association, or death, the members of the Board of Directors shall, within thirty (30) days, appoint by roll-call vote an eligible member to fill such vacancy for the balance of the unexpired term.

ARTICLE XII
QUORUM

- Section 1. The presence in person or by proxy of twenty percent (20%) of the membership shall constitute a quorum at all meetings of the Association.
- Section 2. At all meetings of the Board, a majority of the Board members shall constitute a quorum for the transaction of business, and the votes of a majority of the

members present at a meeting at which a quorum is present shall constitute the decision of the Board.

ARTICLE XIII
MEMBERSHIP MEETINGS

- Section 1. Membership meetings may adopt resolutions and recommendations directed to the Board of Directors of this Association in matters concerning the operation and management of the affairs of this Association.
- Section 2. The Board of Directors shall be accountable to the membership as to their action on such resolutions and recommendations. An exception to this policy is established in Section 3 of this Article.
- Section 3. At a special Membership meeting called by the President of the Association and/or Board of Directors, the Membership shall have the power to adopt a revised (emergency) Budget by a majority vote of the voting members present.

ARTICLE XIV
POWERS AND DUTIES OF THE STANDING COMMITTEES

- Section 1. The President shall appoint, with the approval of the Board of Directors, members to serve on the following committees for the current year:
- Section 2. VILLAGE SUPERINTENDENT:
- The following are his responsibility to oversee:
- A. Report to the proper authorities (such as the police) any wrong doings and also report the same to the President and/or Directors.
 - B. Report to the Standing Committees any discrepancies he may see for them to correct.
 - C. Oversee the general conditions of the community and make recommendations to the President and/or Directors on correcting the problems.
 - D. The above-described responsibilities may be fulfilled by the Blackwater Village Architectural & Covenant Enforcement Committee in the absence of a Village Superintendent.
- Section 3. NOMINATING COMMITTEE - To prepare and to present to the Blackwater Village membership meeting a list of candidates for the respective offices of the Association. The candidates listed must have indicated a willingness to serve, if

elected , as President, other Officers or as Directors, respectively, of the Blackwater Village Association, Inc.

- Section 4. **AUDITING:** In order to monitor the finances of the Association, an outside accountant, not a member of the Association, shall be engaged to perform a compilation, review or audit of the Treasurer's records of the Association whenever a Treasurer's term of office expires; whenever a Treasurer leaves office; upon the Board's receipt of a recommendation from the Audit Committee; or upon the Board's receipt of a written request signed by Members owning at least fifteen percent (15%) of the lots in Blackwater Village. If the Board requests a compilation, the outside Accountant's engagement shall be expanded to include a review of the Association's financial internal controls; a sample review and matching of vendor invoices to check payments through accounts payable; and verification of bank statements. The engagement shall also include verification of all bank reconciliations for the period in question and a sample review match of Association Member dues, other billings and collections through accounts receivable and bank statements. The accountant shall attest to the accuracy of the financial data contained therein and report his or her findings to the President, the Board of Directors and to the membership at the conclusion of his or her engagement.
- Section 5. **ROAD MAINTENANCE & STREET LIGHTING COMMITTEE** - To cooperate with Delaware Department of Transportation on the maintenance of the roads in Blackwater Village. To arrange for, and/or to supervise such improvements as directed by the Board of Directors and to procure the cooperation of DPL.
- Section 6. **SAFETY, FIRE PROTECTION AND PREVENTION COMMITTEE** - To promote fire-hazard consciousness and general safety (including, but not limited to storm safety and child safety) amongst the residents of the Community, to report to the Board of Directors any fire hazards or other possible dangers to the Community, and to institute such fire control, storm or other warning measures within the Community, as approved by the Board of Directors.
- Section 7. **SOCIAL ACTIVITIES COMMITTEE** - To plan and be responsible for the social activities of the Blackwater Village Association, Inc.

ARTICLE XV
BUDGET

- Section 1. The tentative annual budget, prepared by the President, with the aid of the Treasurer, and reviewed by the Board of Directors, shall be sent by the Secretary to the membership with notice of the spring membership meeting for their examination and study. (Refer to Article X, Section 9)

- Section 2. The Budget for the year will be adopted by the Board of Directors at its next regular meeting.
- Section 3. The Board of Directors shall have the power to present a revised (emergency) Budget, providing emergency action is required by unforeseen occurrences or conditions. Such a revised budget is to be presented to a special membership meeting called for that purpose and the membership shall exercise the power described under Article XIII, Section 2 and 3 of these By-Laws.
- Section 4. A capital reserve account shall be maintained, with contributions based on projected future expenses for major repairs and replacements and adjusted to reflect new capital improvement expenditures.

ARTICLE XVI
MEMBERSHIP DUES AND PAYMENTS

- Section 1. The yearly membership dues as set by the Blackwater Village Declaration of Covenants, Restrictions and Conditions are due and payable on or before August 31st.

ARTICLE XVII
POWERS, DUTIES, AND RESPONSIBILITIES OF THE MEMBERSHIP

- Section 1. The members shall have the right to attend and to be heard in the discussions of the business of the Blackwater Village Association, Inc., and may present items of business for the welfare of the Community to the Board of Directors for their consideration at the regular meetings of the Board of Directors.

ARTICLE XVIII
CONFLICT OF INTEREST AND COMPENSATION
OF DIRECTORS AND MEMBERS OF COMMITTEES

- Section 1. No Officer, Directors or Members of any Committees shall receive compensation from the Association.
- Section 2. The Board of Directors may implement a conflict of interest policy as it may deem necessary and appropriate from time to time.

ARTICLE XIX **MEMBERSHIP REGISTER**

- Section 1. The Secretary of the Association shall keep and maintain a Membership Register, which may be in electronic format.
- Section 2. Such Register shall be composed of a separate Title Transfer Card for each separate Lot shown upon the original Subdivision Plot of the Development, as

well as upon any and all Supplemental Plot Plans thereof approved by the Association and recorded in the Office of the Recorder of Deeds, in and for Sussex County, at Georgetown, Delaware.

Section 3. The Secretary shall keep and maintain upon each such Title Transfer Card , the name or names and address or addresses of the last record owner or owners, in freehold , of the lot in question, according to the public records in and for Sussex County, at Georgetown, Delaware; the date when such owner or owners become the record owner or owners thereof, and the date or dates such owner or owners transferred of record their ownership therein.

Section 4. In the absence of competent evidence of ownership in freehold to the contrary, the information set forth upon the Transfer Register to be kept and maintained by the Secretary, as aforesaid, shall be prima-facie evidence of the names and addresses of each Member of the Association, the date that each such Membership commenced , the date that each such Membership determined, and the number of votes that each such Member shall be entitled to cast at any meeting or at any election of Directors.

ARTICLE XX
CLOSING OF MEMBERSHIP REGISTER

Section 1. The Board of Directors shall have the power to close the Membership Register for a period not exceeding twenty (20) days preceding the date of any meeting of Members, or the date of the obtaining of the consent of Members for any purpose: PROVIDED HOWEVER, that in lieu of closing the Membership Register, as aforesaid , the Board of Directors are authorized to fix in advance a date, not exceeding twenty (20) days preceding the date of any meeting of Members or the date in connection with obtaining any_ such consent, as a record date for the determination of the Members entitled to notice of and to vote at any such meeting and any adjournment thereof, or to give any such consent, and in such a case such Members and only such Members as shall be owners in freehold of any lot or lots situate in the Development, as aforesaid, on the date so fixed , shall be entitled to notice of, and to vote at such meeting , or to give such consent, as the case may be, notwithstanding any transfer of the ownership in freehold of any such lot after any such record date is fixed , as aforesaid.

ARTICLE XXI
FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on August 1st of each year.

ARTICLE XXII
CHECKS FOR MONEY

- Section 1. All checks, drafts, or orders for the payment of money shall be prepared by the Treasurer and signed by the President of Blackwater Village Association, Inc. or any other Officer with account signatory authority.
- Section 2. No check shall be signed in blank.

ARTICLE XXIII
BOOKS AND RECORDS

- Section 1. The books, accounts and records of the Association except as otherwise required by the Laws of the State of Delaware, may be kept within or without the State of Delaware, at such place or places as may from time to time be designated by the By-Laws or by resolution of the Directors.

ARTICLE XXIV
COVENANTS, RESTRICTIONS AND CONDITIONS

- Section 1. It shall be the responsibility of all Officers and the Board of Directors to abide and enforce the Blackwater Village Declaration of Covenants, Restrictions and Conditions as filed for record in the Office of the Recorder of Deeds of the State of Delaware, in and for Sussex County.
- Section 2. It shall be the responsibility of the Membership and Property Owners in Blackwater Village to abide by and enforce Blackwater Village Covenants, Restrictions and Conditions
- Section 3. In case there is a discrepancy between the By-Laws and the Restrictive Covenants the latter shall control and take precedence.

ARTICLE XXV
ARCHITECTURAL COMMITTEE

- Section 1. The Architectural Committee is composed of three (3) persons appointed by the Board of Directors for a term of two (2) years.
- Section 2. The Architectural Committee shall be vested with the power to regulate, restrict and control all structures on any lot according to Blackwater Village Declaration of Covenants, Restrictions and Conditions applicable to Blackwater Village Association, Inc.
- Section 3. To develop, maintain and in a general manner, supervise the planting and park areas; to plan, direct and promote activities that preserve or improve the desirable

appearance of Blackwater Village and to obtain the cooperation of the members, individually and collectively, in making Blackwater Village an attractive, well-kept Community.

- Section 4. The Architectural Committee's authority and responsibilities are listed in Blackwater Village Declaration of Covenants, Restrictions and Conditions applicable to Blackwater Village.
- Section 5. Under the direction and supervision of the Board, the above-described responsibilities may be fulfilled by the Village Superintendent in the absence of the Architectural Committee.

ARTICLE XXVI
INDEMNIFICATION OF DIRECTORS, OFFICERS,
COMMITTEE MEMBERS, AND AGENTS

- Section 1. As used in this Article XXVI, any word or words defined in Section 145 (a) through (i) of the General Corporation Law Article of the Annotated Code of Delaware, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.
- Section 2. The Association shall indemnify and advance expenses to a director or officer of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- Section 3. With respect to any committee member or agent, other than a director or officer of the Association, the Association may, as determined by the Board of Directors of the Association, indemnify and advance expenses to such Committee member in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE XXVII
AMENDMENTS OF AND TO THESE BY-LAWS

- Section 1. These Bylaws may be modified or amended either (i) by a vote of at least two-thirds (2/3) of the membership present, in person or by proxy, at any regular or special meeting of the Association, provided that notice of the proposed amendment shall have been given to each Member at least ten (10) days in advance of such meeting, or (ii) pursuant to the written consent of two-thirds (2/3) of all of the Members eligible to vote. Any such modification or amendment shall take effect when a copy thereof, executed and acknowledged by the Association, has been filed for record in the Office of the Recorder of Deeds, in and for Sussex County, at Georgetown, Delaware.

Section 2: By the Association: The Association may unilaterally record amendments effecting technical deletions, additions and revisions to these By-laws, which correct, clarify or further the intent of these By-Laws, but which do not alter the substantive rights of the owners as a condition precedent to their approval of these By-laws.

Section 3. Procedure and debate shall be in accordance with these By-laws and the rules of Parliamentary Law known as Roberts' Rules of Order".

Section 4. These By-laws have been adopted by vote of the Board of Directors pursuant to Article 9 of the Certificate of Incorporation of Blackwater Village Association, Inc. on April 1, 1990 [and reflect subsequent amendments having been approved by membership.]

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SIGNATURES TO FOLLOW ON NEXT PAGE]

