

THE MOORINGS AT LEWES RESIDENTS ASSOCIATION, INC.

ARTICLES of ORGANIZATION and BYLAWS

December 8, 2025

PURPOSE

The Moorings at Lewes Residents Association, Inc. (TMALRA) shall (a) provide for and maintain the well-being of The Moorings residents and the community through various initiatives, activities, and programs; (b) conduct regular and, as required, special meetings to provide any and all information of interest to the residents; (c) develop those financial resources deemed proper and fitting to conduct and maintain TMALRA's responsibilities to the community and its residents; and (d) seek and maintain a sound relationship between TMALRA and The Moorings at Lewes management and staff.

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ARTICLE I - General

Section A. The name of this association is THE MOORINGS AT LEWES RESIDENTS ASSOCIATION, INC. The acronym is TMALRA.

Section B. The official address of the association is 17028 Cadbury Circle, Lewes, DE 19958.

ARTICLE II - Membership and Financial Support

Section A. All permanent residents of The Moorings at Lewes are members of TMALRA.

Section B. Financial contributions to support TMALRA shall be determined by the Board of Directors (hereafter Board) subject to approval by the membership and shall be collected annually.

Section C. Only financially contributing members may serve as Officers, Representatives and Committee Chairpersons of TMALRA.

ARTICLE III- Meetings

Section A. The annual meeting of TMALRA shall be held in December each year for the primary purpose of electing Officers and Directors.

Section B. The regular meeting of the TMALRA Board shall be held on the second Monday of each month, with no meeting in July. Additional meetings shall be held as deemed necessary and called by a majority of the officers.

Section C. Unless otherwise ordered by the Board, the regular membership meetings of TMALRA shall be held on the third Monday of each month, with no meetings in July and August. Special membership meetings of TMALRA will require ten days' notice to the membership, in writing. The membership present at all regular and specially-called meetings shall constitute a quorum.

ARTICLE IV - Board of Directors

Section A. The Board of Directors shall be composed of the President, Vice President, Treasurer, Assistant Treasurer, Secretary, Corresponding Secretary, Immediate Past President, one Representative from Assisted Living, two representatives each from the Cottages, the East Wing, and the West Wing, the Chairperson of the Financial Advisory Committee, and Chairpersons of the Standing Committees described in Article VI, Section A.5.

Section B. The following procedure will be used in electing officers and representatives to the Board: (1) In December of even-numbered years, the President, Vice President, Secretary and one representative each from the Cottages and from the East and the West Wings shall be elected for a term of two years, beginning on January 1. (2) In December of odd-numbered years, the Treasurer, Assistant Treasurer, Corresponding Secretary, one representative from the Cottages and from the East and the West Wings and the representative from Assisted Living shall be elected for a term of two years beginning on January 1.

Section C. The Standing Committee Chairpersons shall be appointed for a term of two (2) years, beginning and ending with the January Board meeting. The elected President will submit committee chair appointments for approval by the TMALRA Board of Directors.

Section D. The business of TMALRA, as described in the TMALRA Purpose, shall be conducted by the Board.

Section E. A quorum shall consist of one half of the members of the Board.

Section F. The Officers and Representatives shall be elected by a majority vote of the members present at the annual meeting in December. Committee Chairperson appointments shall be approved by the TMALRA Board of Directors at the January meeting.

Section G. Vacancies may be filled by the President with approval of the Board to complete unexpired terms.

ARTICLE V - Duties of Officers and Representatives

Section A. PRESIDENT - The President shall serve as the executive head of TMALRA. The President shall: (1) preside at all meetings of the membership and the Board; (2) serve as an ex-officio member of all Standing Committees; (3) appoint Committee Chairpersons with approval of the Board; and (4) fill Board vacancies to complete unexpired terms.

Section B. VICE PRESIDENT - The Vice President shall assume the duties of the President in his/her absence, as well as those duties that may be assigned by the President.

Section C. TREASURER - The Treasurer shall be responsible for the safeguarding of all funds received by TMALRA and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board. The Treasurer shall present a financial report to the Board and to the membership at each meeting. The following officers: President, Vice President, Treasurer, Assistant Treasurer and Secretary are authorized to sign TMALRA checks.

Section D. ASSISTANT TREASURER - The Assistant Treasurer shall: (1) assist the Treasurer in all of his/her duties; (2) be responsible for accepting and recording all contributions in support of TMALRA and TMALRA's fund-raising activities; (3) assume the responsibilities of the Treasurer in his/her absence.

Section E. SECRETARY - The Secretary shall: (1) record all proceedings of the meetings, distribute copies of the minutes of meetings, and maintain and incorporate them in permanent form; (2) establish and maintain all TMALRA records and files; (3) do all other things incidental to the office.

Section F. CORRESPONDING SECRETARY - The Corresponding Secretary shall have charge of social correspondence and assume the duties of the secretary in his/her absence.

Section G. AREA REPRESENTATIVES (SEVEN) - The area representatives shall be responsible for: (1) welcoming and providing information to all new residents in their respective areas; (2) serving as a communication link between the Board and the residents in their areas; (3) serving on the Nominating Committee; (4) carrying out any assignments requested by the Board.

Section H. IMMEDIATE PAST PRESIDENT - The immediate past president shall serve as advisor to the President and serve as the Chairperson of the Nominating Committee.

ARTICLE VI - Committees

Section A. COMMITTEES

1. The President, with approval of the Board, shall appoint Standing Committee Chairpersons. The President may also designate special committees or working groups and their chairpersons to accomplish specific tasks that fall beyond the scope of the standing committees.
2. The Committee Chairperson appointments shall be for the term of the appointing President.
3. Membership on committees will be established in the following manner: (a) Residents may express their interest in serving on a committee by contacting the chairperson of that committee or the chairperson of a committee may actively recruit committee members; (b) The chairperson will explain the duties and responsibilities of committee membership; (c) If the resident commits to participating, then membership is offered; (d) Once committee membership is established, tenure for each member is open ended; (e) To terminate membership, member must make this desire known to committee chairperson.
4. The President shall be an ex-officio member of all Standing Committees.
5. Current Standing Committees are:

Activities	Gift Shop
By Laws	Library
Communications	Program
Dining Services	Wellness
Employee Appreciation	Woodshop
6. Special committees and working groups shall be discharged by the President, with the approval of the Board, when their work has been completed and their reports accepted.
7. Resident representatives to The Moorings management committees shall be appointed by mutual consent of the TMALRA President and the chair of The Moorings committee.

Section B. NOMINATING COMMITTEE

1. The Committee shall consist of the Immediate Past President as Chairperson and the Board members representing the Cottages and the East and West Wings plus two members at large.
2. The Committee shall propose a slate of Officers and Representatives as listed in ARTICLE IV, Section A.
3. Nominations shall be presented to the membership at the November meeting prior to the annual meeting in December. Nominations shall also be accepted from the floor at the annual meeting.

Section C. FINANCIAL ADVISORY COMMITTEE

1. The Committee shall advocate for residents by monitoring The Moorings' financial condition.
2. The Committee Chair shall be appointed by the TMALRA President. Committee members shall be appointed by the Committee Chair.

ARTICLE VII - Limitation of Authority

No independent action by any member shall constitute an expression of the policy of TMALRA and no member shall independently authorize any unbudgeted expenditure not approved by the Board.

ARTICLE VIII - Parliamentary Authority

Roberts' Rules of Order shall govern where applicable and when not inconsistent with these Bylaws.

ARTICLE IX - Effective Date

These Bylaws became effective on December 8, 2025.

ARTICLE X - Amendments and Revisions

Section A. Any proposed amendment or revision to these Bylaws shall be submitted in writing to the TMALRA Board. The President of the Board will refer any proposed amendments or revisions to the Bylaws Committee for its review and recommendation. After review, if the Board approves the amendment or revision, it shall be submitted to the membership for a vote at the next TMALRA general meeting.

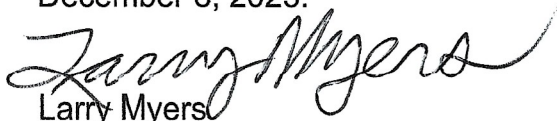
Section B. Notice of the TMALRA meeting at which such amendment or revision is to be acted upon shall be given to the members at least five (5) days in advance of the meeting.

Section C. Adoption of amendments or revisions shall be by a majority vote of those members present at the meeting. Adopted amendments or revisions will become effective on the first day of the month following their acceptance by the TMALRA membership.

ARTICLE XI - Dissolution

Upon dissolution of TMALRA the Board shall, after payment of all liabilities, dispose of all assets of TMALRA exclusively for the purpose and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under 501 (c) of the Internal Revenue Code of 1954.

THIS IS A TRUE AND CORRECT COPY OF THE BYLAWS AS ADOPTED ON
December 8, 2025.



Larry Myers

Secretary, The Moorings at Lewes Residents Association, Inc.