



SWANN KEYS CIVIC ASSOCIATION
37689 Swann Drive
Selbyville, DE 19775
(302) 436-5111

**** REVISED TO MAKE COMPLIANT WITH THE ATKINSON COURT ORDER AND FINAL
JUDGMENT DATED DECEMBER 23, 1985 ****

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¹ Previously revised September, 1997; additional revision of Article VIII, Section 1 in January, 1998.

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² Revised in 2014 pursuant to a vote of the property owners.

³ Revised to comply with Court Order and Final Judgment wording September, 2007.

BY-LAWS OF SWANN KEYS CIVIC ASSOCIATION, INC.

All By-Laws are in agreement with the Laws of Delaware, the Articles of Incorporation, and the Atkinson Court Order and Final Judgment dated December 23, 1985. Any discrepancies or disagreements have to be reverted back to the original By-Laws and Court Order (1980).

ARTICLE I NAME AND LOCATION

The name of the corporation is SWANN KEYS CIVIC ASSOCIATION, INC. hereinafter referred to as the "Association". The principal office of the corporation shall be located at Swann Drive, Swann Keys, Selbyville, Delaware but meetings of members and directors may be held at such places within the State of Delaware, County of Sussex as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Unless the context denotes otherwise, the following terms are defined:

- Section 1** The term "Association" shall mean and refer to Swann Keys Civic Association, Inc., a Delaware Non-Profit⁴ and Non-Stock Corporation, its successors and assigns.
- Section 2** The term "Properties" shall mean and refer to that certain real property described in that certain plot of record in the Office of the Recorder of Deeds in and for Sussex County in Plot Book 14 at Pages 99-100, and such additions hereto as may hereafter be brought with the jurisdiction of the Association.
- Section 3⁵** The term "Common Properties" shall mean all real property owned of record at anytime, now and in the future, by the Association for the common and exclusive use and enjoyment of the members of the Association as such described in certain Deeds of Record filed in the Office of the Recorder of Deeds in and for Sussex County, at Georgetown, Delaware.
- Section 4** The term "Lot" shall mean and refer to any plot of land shown upon any plot of properties with the exception of the common area, as such is recorded in the Office of the Recorder of Deeds, in and for Sussex County, in Plot Book 14 pages 99-100.
- Section 5** The term "Member" shall mean and refer to every persons or entity who holds a membership in the Association.

⁴ The term "Non-Profit" is a previous addendum and sent to all property owners on April 10, 2002.

⁵ Revised in 1990 pursuant to a vote of the property owners.

Section 6 The term “Owner” shall mean and refer to the record owner by deed, whether one or more persons or entities, of the fee simple title to any lot which is part of the properties, excluding those having such interest merely as security for the performance of an obligation.

**ARTICLE III
MEMBERSHIP, MEETINGS AND VOTE**

Section 1⁶ **Membership**

Members – The members of Swann Keys Civic Association, Inc. shall be those persons who own real estate property within the Swann Keys Community located near Fenwick Island, Sussex County, Delaware.

Section 2 **Meetings**

- (a) **Place of meetings** – Annual and Special meetings shall be held at the Swann Keys Clubhouse or such place or places within the State of Delaware as designated by the Board of Directors.
- (b) **Annual Meeting** – The Annual Membership Meeting shall be held no later than the 3rd Saturday in May.
- (c)⁷ **Special Meetings and Proxy** – Special meetings may be called by the President, by a majority vote of the Board of Directors or upon the receipt of a Petition signed by ten percent (10%)⁸ of the members of the Association who are in good standing. Members may also submit issues or topics for discussion to the Board for inclusion on the Agenda/or Proxy for any Annual or Special Meeting of the Association membership; however, any such submissions must be accompanied by a Petition signed by ten percent (10%) of the members of the Association who are in good standing in order to be included on any such Agenda or Proxy. Any submissions made, which do not comply with this paragraph shall be subject to the absolute discretion of the Board of Directors and may not be included on the Agenda or Proxy.

Any and all Petitions for a Special Meeting, or to include additional issues or topics for discussion on any Agenda or Proxy must be received by the Secretary at least ninety (90) days prior to the Annual Meeting or Special Meeting in question. Such petitions shall set forth the particularity the purpose of the Petition and shall describe in detail the specific request of the Petitioners contained in said Petition. All Petitions shall also designate the name, lot number and street where the individuals signing such Petition reside.

⁶ Revised in 1990 pursuant to a vote of the property owners.

⁷ Much of this paragraph was previously revised and sent to all property owners May 17, 2003.

⁸ Revised in 2014 pursuant to a vote of the property owners.

- (d)⁹ **Notice of meetings – Written notice of the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed not less than thirty (30) or more than sixty (60) days before the date of the meeting, to members at his/her address as it appears on the records of the Association. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.**
- (e)¹⁰ **Quorum – A quorum at either the Annual Meeting or Special Meeting of the members of the Association shall be ten percent (10%) or fifty (50), whichever is less, of the members entitled to vote at such meeting present in person or represented by proxy. The vote of a majority of the votes entitled to be cast at any meeting at which a quorum is present shall be necessary for the adoption of any matter voted by the members.**

ARTICLE IV PRIVILEGES AND SUSPENSION

Section 1 Privileges of Members

Each member shall be entitled to the use and enjoyment of the common properties and facilities, subject to payment of any special assessments levied by the Association and reasonable user maintenance fees to defray the expenses for the operation of the pool and all recreation areas. Any Member may delegate his/her rights and privileges to the common properties and facilities to members of his/her family, his/her tenants, who reside on the property.

Section 2¹¹ Suspension of Privileges

The privileges to use the common properties and facilities of any member shall be suspended for:

- (a) Any period during which any Association charges on such members or any special assessment shall remain unpaid for more than thirty (30) days;**
- (b) The period of continuing violation by such member of the provisions of the Court Order and Final Judgment, dated December 23, 1985, these By-Laws, and Rules and Regulations of the Association.**

⁹ Revised in 1990 pursuant to a vote of the property owners.

¹⁰ Revised in 1990 pursuant to a vote of the property owners.

¹¹ Revised in 1990 pursuant to a vote of the property owners.

**ARTICLE V
DIRECTORS, POWERS & DUTIES, OFFICERS AND MEETINGS**

Section 1 Directors

- (a)¹² The business of the Association and related affairs shall be managed by its Board of Directors, as authorized and directed by the Laws of Delaware, the Court Order and Final Judgment dated December 23, 1985 and these By-Laws. Said Board of Directors hereinafter referred to as “Board” shall meet at such times as may be fixed by the general resolution of the Board.
- (b)¹³ Each Director shall be a member in good standing of the Association. The number of Directors of the Association shall be fifteen (15) and shall serve for a one (1) year term until their successors are chosen. Directors may be re-elected without restriction.
- (c)¹⁴ A Director may be removed from the Board, with cause, by a majority vote of the members of the Association, by a special meeting of the members called for that purpose. A Director shall also be removed from the Board when he/she misses three (3) meetings of the Board unless a reasonable excuse has been presented to the Board and approved by a majority vote of the Directors. A Director, when removed, is automatically relieved of his/her duties and the vacancy remaining shall be filled as provided in Article VI, Section 1 (c).
- (d) No Director shall receive compensation for any volunteer service he/she may render to the Association. However, a Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. A Director cannot be employed by the Association.¹⁵
- (e) Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action taken and so approved shall have the same effect as though taken at a meeting of the Directors.

¹² Revised in 1990 pursuant to a vote of the property owners.

¹³ New provision added in 1997; 1998; revised again in 2007 to make compliant with the Atkinson Court Order and Final Judgment dated December 23, 1985.

¹⁴ Revised in 1990 pursuant to a vote of the property owners; revised again in 2007 to make compliant with the Atkinson Court Order and Final Judgment dated December 23, 1985.

¹⁵ Revised in 2017 pursuant to a vote of the property owners.

Section 2 Powers

The Board of Directors shall have power to:¹⁶

- (a) Recommend reasonable rules and regulations governing the use of the common properties and facilities, and the personal conduct of the members and their guests thereon, and establish penalties for infraction thereof, which shall be approved by a majority of the lot owners. Upon approval, such rules and regulations shall bind and be enforceable upon all lot owners of Swann Keys, their heirs, executors, administrators, successors or assigns.**

- (b) Exercise for the Association all powers, duties and authority permitted under and directed by the Laws of Delaware, Articles of Incorporation, the Court Order and Final Judgment, dated December 23, 1985 and these By-Laws.**

Section 3 Duties

It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting of the members.**

- (b) Supervise all Officers, Agents and Employees of this Association and see that their duties are properly performed.**

- (c) To supervise and collect any assessments levied by the Association.**

- (d) Procure and maintain adequate liability and hazard insurance on property owned by the Association.**

- (e) Cause the common areas to be maintained.**

- (f)¹⁷ Cause to prepare an Annual Budget each fiscal year for maintenance, repair and operation of Swann Keys. Such Budget to be presented to members of the Association at the annual meeting to be held no later than the third Saturday in May of each year. The budget shall be adopted by a majority of the Owners present in person or by proxy at said annual meeting. Such Budget, when approved, shall become effective on the 1st day of June¹⁸ each year.**

¹⁶Revised in 1990 pursuant to a vote of the property owners. (See modifications made to Article VII, Section 1.)

¹⁷ Revised in 1990 pursuant to a vote of the property owners. (See modifications made to Article VII, Section 1.)

¹⁸ The word "June" is an addendum previously made and sent to property owners in September, 1997.

Section 4 Officers

- (a)¹⁹ The Officers of the Association shall consist of a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary. The Board may, by resolution duly adopted, add such other Officers as it deems to be in the best interest of the Association. All Officers of the Association shall be members of the Board of Directors. No person shall hold more than one (1) office except the offices of Treasurer and Recording Secretary which may be held by the same person.**
- (b)²⁰ The newly elected Board shall elect the Officers of the Association at the first meeting of the Board of Directors following each Annual Meeting of members. Proxy voting will not be allowed on any issues.**
- (c)²¹ The Officers shall be elected for a term of one (1) year, unless he/she resigns, or is removed for cause, or otherwise disqualified to serve.**
- (d)²² Any officer may be removed from office with cause by the Board whenever, in its judgment the best interest of the Association will be served thereby. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.**
- (e)²³ Any vacancy on the Board of Directors shall be filled at the next regularly scheduled board meeting.**
- (f)²⁴ The Officers of the Association shall each have such powers and duties as are set out below as well as such powers and duties as from time to time may be conferred by the Board.**

¹⁹ Revised in 1990 pursuant to a vote of the property owners.

²⁰ Revised in 1990 and in 2017 pursuant to a vote of the property owners.

²¹ Revised in 1990 pursuant to a vote of the property owners.

²² Revised in 1990 pursuant to a vote of the property owners.

²³ Revised in 1990 and in 2017 pursuant to a vote of the property owners.

²⁴ Revised in 1990 pursuant to a vote of the property owners.

- (g)²⁵ The President shall preside at all meetings of the Board, act as its Chairperson, shall see that all orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments, on behalf of the Association and shall be an alternative signatory on all checks and promissory notes.**
- (h)²⁶ The Vice President shall act in place and stead of the President in case of said President's absence and shall exercise and discharge such other duties as may be required by the Board.**
- (i)²⁷ The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, shall be responsible for disbursing such funds by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; shall cause an annual audit of the Association's books to be made by a Public Accountant at the completion of each fiscal year; shall help in preparing an Annual Budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting and deliver a copy of each to the members. The Treasurer shall be bonded in an amount as determined by the Board to safeguard the assets of the Association. The Board of Directors can authorize any officer or the Office Administrator to co-sign checks at the beginning of each fiscal year.**
- (j)²⁸ The Recording Secretary shall record the votes and keep the minutes of all meetings of the members of the Association and of the Board of Directors. Keep the Corporate Seal of the Association and affix it on all papers requiring the seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform any other duties as required by the Board.**
- (k) The Corresponding Secretary shall send out notices of the Association and attend to all correspondence, except when otherwise ordered; shall perform all duties ordinarily incident to the office of the Corresponding Secretary of the Association and such other duties, as from time to time, may be assigned by the Board of Directors or by the President of the Board.**

²⁵ Revised in 1990 pursuant to a vote of the property owners.

²⁶ Revised in 1990 pursuant to a vote of the property owners.

²⁷ Revised in 1990 pursuant to a vote of the property owners.

²⁸ Revised in 1990 pursuant to a vote of the property owners.

Section 5 Meetings – Board of Directors

- (a)²⁹ Regular Meetings – The Board of Directors so elected shall meet for the purpose of organization and transaction of other business at such time and place as may be designated by them.**
- (b)³⁰ Regular meetings of the Board shall be held at such time as may be fixed by general resolution of the Board but there shall be at least on (1) meeting per month. Written, verbal or telegraphic notice shall be given by the Secretary at least five (5) days prior to the date of such meeting.**
- (c) Quorum – A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors, but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time but not for a period of over fifteen (15) days at any one time, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.**

**ARTICLE VI
ELECTIONS**

Section 1³¹ Members of the Board of Directors shall be elected as follows:

- (a) There shall be fifteen (15) Directors elected from among the entire Association membership. Each Director shall be elected for a term on one (1) year, with no limitation or restriction on the number terms.**
- (b) The highest vote of non-winning candidates (Numbers 16-30) shall be considered Alternate Directors. Vacancies on the Board shall be filled with an Alternate Director with Number 16 asked to fill a vacancy first, Number 17 second, and so on. In the case of a tie, Director will be chosen by a flip of the coin at the next regularly scheduled board of directors meeting.³²**

²⁹ Revised in 1990 pursuant to a vote of the property owners.

³⁰ Revised in 1990 pursuant to a vote of the property owners.

³¹ The entire Section 1 was previously revised in 1997/1998 pursuant to a vote of the property owners. Said Section 1 was revised again in 2007 with certain provisions deleted all together to make it compliant with the Atkinson Court Order and Judgment dated December 23, 1985. Section 1(b) revised in 2015; Section 1(d) added in 2017 pursuant to a vote of the property owners.

³² Revised in 2015 pursuant to a vote of the property owners.

- (c) The election shall be by secret ballot or proxy. The only persons permitted to review the ballots and proxies cast shall be the Election Committee chosen to count and verify the results of the election.
- (d) If fifteen (15) candidates do not run for the Board of Directors, the Nomination Chairperson will take nominations to fill the vacancies at the Annual Meeting.³³

ARTICLE VII COMMITTEES

Section 1³⁴ The Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes. The following shall be standing committees of the Board of Directors:

(a)³⁵ An Executive Committee:

- (1) The Board of Directors, following the annual election of Officers of the Association may, by resolution, elect an Executive Committee consisting of members of the Board only.
- (2) The Executive Committee shall consist of the newly elected President, Treasurer and Recording Secretary of the Association and two (2) other members elected by the Board.
- (3) The Executive Committee shall have such powers as authorized by the Board.
- (4) The Executive Committee shall keep correct and complete minutes of its proceedings by the Recording Secretary at all of their meetings. Such minutes shall be kept at the principal office of the Association which may be inspected by any member of the Association, his/her agent or attorney. Minutes will be distributed to board members and will be reported by the Recording Secretary at the next regular board meeting.³⁶

(b) A Recreation Committee – which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform any other functions as the board at its discretion determines.

³³ Added in 2017 pursuant to a vote of the property owners.

³⁴ Revised in 1990 pursuant to a vote of the property owners.

³⁵ This entire subparagraph (a) and all of its subsections were revised in 1990 pursuant to a vote of the property owners.

³⁶ Added in 2014 pursuant to a vote of the property owners.

- (c) A Maintenance Committee – which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the properties, and shall perform any other functions as the Board at its discretion determines.**
- (d) A Nominating Committee – The Board of the Association shall appoint a Nominating Committee for the purpose of getting qualified candidates to run for the Board of Directors.**
- (e) A Publicity Committee – which shall inform the members of all activities with the Board of and functions of the Association and shall, after consulting Directors, make any public releases and announcements as are in the best interest of the Association.**
- (f) An Audit and Budget Committee – which shall supervise the annual audit of the Association’s books and recommend the annual budget and statement of income and expenditures to be presented to the membership at its regular Annual Meeting, as provided for hereafter. The Treasurer shall be an ex-officio member of the Committee.**
- (g)³⁷ A By-Laws Review Committee – which shall review and investigate any and all By-Laws and rules and regulation amendments to ensure they are in agreement with the Court Order and Final Judgment dated December 23, 1985. This Committee will report any and all issues to the Board of Directors for resolution.**
- (h) It shall be the duty of each Committee to receive complaints from members on any matter involving association function, duties and activities within its field of responsibilities. It shall dispose of the complaints as it deems appropriate or refer them to any other committee, directors or officer of the Association as is further concerned with the matter presented.**
- (i)³⁸ All Committee Chairpersons shall be a member of the Board of Directors. Chairpersons can be removed for cause by a majority vote of the Board of Directors.**

³⁷ Added in 2014 pursuant to a vote of the property owners.

³⁸ Added in 2014 pursuant to a vote of the property owners.

ARTICLE VIII³⁹
ANNUAL MAINTENANCE FEE & SPECIAL ASSESSMENTS

Section 1⁴⁰ Annual Maintenance Fee

The Annual Maintenance Fee is applicable to all lot owners⁴¹ and shall be paid by each lot owner for each lot they own for the fiscal year beginning June 1st of each year through May 31st of the succeeding year. The Annual Maintenance Fee” shall be used for the operation of the Association’s utilities, maintenance of streets, common properties and facilities, payment of salaries of employees; and other required expenditures as set forth in the budget of the Association each year. The amount of the Annual Maintenance Fee shall be determined by the Board of Directors and shall be approved by a majority of the property owners at the Annual Meeting set by the Board of Directors. The Annual Maintenance Fee, when approved, shall be due and payable on June 1st of each year with interest at the legal rate accruing on the unpaid principal after July 1st of the same year. Any delinquent Member shall be responsible for reasonable attorney’s fees and court costs in any collection action.

Section 2⁴² Special Assessments

Where determined to be necessary by the Board of Directors, the Association may from time to time charge the property owners a special assessment in addition to the Annual Maintenance Fee provided in Article VIII, Section 1 above. Any and all special assessments must be approved by a majority of the Association members. The Members shall have sixty (60) days to pay said special assessment from the date of the mailing of the notice of the special assessment to the members. If, after sixty (60) days, payment is not received, interest at a legal rate shall be charged on the unpaid principal as provided in Article VIII, Section 1 above and any delinquent Member shall be responsible for reasonable attorney’s fees and costs in any collection action.

³⁹ This Article VIII was revised in January, 1998.

⁴⁰ This Section 1 was previously revised in 1997/1998 pursuant to a vote of the property owners and again in 2002. Said Section 1 was revised again in 2007 to make compliant with the Atkinson Court Order and Final Judgment dated December 23, 1985.

⁴¹ Pursuant to a vote in 2017 by property owners, “member” was changed to “lot owner”.

⁴² This Section 2 was previously revised in 1997/1998 pursuant to a vote of the property owners. Said Section 2 was revised again in 2007 to make compliant with the Atkinson Court Order and Final Judgment dated December 23, 1985.

**ARTICLE IX
BOOKS, RECORDS AND PAPERS**

The books, records and papers of the Association shall at all times during reasonable business hours, be subject to inspection by any Member. The deeds, Court Order and Final Judgment, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE X
CORPORATE SEAL**

The Seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

**ARTICLE XI
AMMENDMENTS**

Section 1⁴³ These By-Laws may be amended by the affirmative vote of a majority of the voting Members of the Association, present or by proxy, at a Special Meeting called for that purpose or at the Annual Meeting in which amendment of the By-Laws is included as an agenda item with the notice of the Annual Meeting provided for in Article III,⁴⁴ Section 2 (d) of these By-Laws.

Section 2 Proposal to amend these By-Laws may be brought before the Membership by majority vote of the Board of Directors or by petition of at least ten percent (10%) of the members in good standing of the Association provided for in Article III, Section 2 (e).

Section 3⁴⁵ If a proposed amendment to these By-Laws is made the subject of a Special Meeting of the membership or is an agenda item for the Annual Meeting, a copy of the proposed change together with a copy of the provision which would be affected by the change shall be mailed to voting members prior to such meeting for vote by members present or by proxy.

⁴³ Revised in 1990 pursuant to a vote of the property owners.

⁴⁴ Revised in 1990 pursuant to a vote of the property owners.

⁴⁵ Revised in 1990 pursuant to a vote of the property owners.

IN WITNESS WHEREOF, we being the Officers of Swann Keys Civic Association, Inc. do hereby certify that the above amendments and ratifications of the By-Laws of Swann Keys Civic Association, Inc. were properly approved at a meeting of the members on May 18, 1997 by a vote of the majority of the eligible members present in person or by proxy.⁴⁶

OFFICERS:

George Kirkley, President

Bill Hutchison, Vice President

Carol Harper, Recording Secretary

Sharon Fantini, Treasurer

Date: May 20, 2017

**This document was reviewed by Sharon Fantini and Carol Harper.
Typed by: Nancy Flacco**

09/12/17

⁴⁶ Note: A previous version of the By-Laws was approved by then legal counsel, Melanie Buchanan, Esquire, January 31, 1998. An additional review and revision of the By-Laws was made in 2007 with the assistance of legal counsel to make the By-Laws compliant with the Atkinson Court Order and Final Judgment dated December 23, 1985.