

Carrcroft Civic Association Bylaws

Preamble

These bylaws, as herein or hereafter amended, have been promulgated and adopted by the Board of Directors as a replacement for prior Bylaws, all in accord with the Certificate of Incorporation as acknowledged by the Incorporators on September 9, 1943, and filed with the Secretary of State in Dover, Delaware. These Bylaws shall take effect on _____, 2004.

Article I: Purpose of the Association

In accord with the Certificate of Incorporation, the business of the Corporation shall be to protect the fee simple, leasehold or as otherwise provided by law, of real property situated in and on the tracts of land now known as "Carrcroft" situated in Brandywine Hundred, New Castle County, Delaware. The business of the Corporation shall not be conducted for profit, and any net proceeds shall be used for religious, educational or charitable purposes, or other functions not operated for a profit.

Article II: Members

All resident owners of real property in the development of "Carrcroft" shall be eligible to become members of the Association and shall become members upon payment or tender to the Treasurer or any other Officer of the annual dues as established by the Board of Directors.

Article III: Board of Directors

A. Composition

The Board of Directors shall consist of not less than 4 nor more than 8 Directors at Large and the following Officers; President, Vice President, Secretary, Treasurer.

B. Election of Board of Directors

All elections of the Officers and Directors at Large shall be by open ballot unless otherwise authorized by a vote of 2/3 of those members attending an annual meeting.

1. The Directors at Large shall be elected annually by the members of the Association at the Annual Meeting. No less than two Directors shall be elected annually for terms of three years. Nominees for these positions shall be presented to the Annual Meeting by the Nominating Committee and, in addition, any person who agrees to serve may be nominated and seconded by members at the Annual Meeting. Election shall be by a majority of members attending the Annual Meeting. Cumulative voting shall not be permitted. No person shall be elected for more than two consecutive terms without an interval of at least one year after completion of the second term.
2. The Officers shall be elected at the Annual Meeting by a majority vote of the members attending. The term of the President and the term of the Vice President shall be for one year and persons so elected shall be eligible for reelection for subsequent succeeding terms not to exceed two consecutive terms without an interval of at least one full year after two consecutive terms. There shall be no limit on the number of consecutive terms which the Secretary and the Treasurer may serve. Nominees for these offices shall be presented at the Annual Meeting by the Nominating Committee.
3. In the event of a vacancy occurring between Annual Meetings in the positions of any Officer or Director at Large, a replacement shall be elected by the vote of a majority of the Board of Directors to serve out the unexpired term.

4. Any Officer or Director at Large shall serve until a successor has been elected, regardless of the stated term of his office.
5. The outgoing President of the Association shall be *ex-officio* a member of the Board of Directors of the Association for one year beginning immediately upon his or her termination of office of President.

C. Duties and Powers of the Board of Directors

1. The Board of Directors shall govern and control all actions of the Association and shall have the power and duty to conduct all business of the Association as set forth in the Certificate of Incorporation. Except as provided in Article VI, all resolutions and directives of the Board of Directors shall be adopted by a majority vote of a properly called meeting attended by a quorum. A quorum shall comprise five members of the Board of Directors, one of whom must be either the President or the Vice President. Any three Directors at Large may call a meeting of the Board of Directors by notifying all members of the Board of the time and place at least 48 hours in advance. The Board of Directors may establish and change from time to time the principal office of the Association.
2. The Board of Directors shall elect from its members an Executive Committee of three members, one of whom shall be the President. The Executive Committee shall conduct the business of the Association between meetings of the Board of Directors and shall have the duty to prepare and submit an annual budget at the Annual Meeting for discussion. The Board of Directors at its first meeting after the Annual Meeting shall adopt a budget. The Executive Committee shall have the authority to exercise all powers and duties of the Board of Directors between meetings of the Board except that no assets of the Association shall be disbursed or disposed of by authority of the Executive Committee unless previously authorized in the budget adopted by the Board of Directors or specifically authorized by the Board. The Executive Committee shall report all actions taken at the next Board of Directors meeting.
3. The Executive Committee shall appoint an auditor, who shall not be a member of the Executive Committee, to audit the books maintained by the Treasurer and report to the Board of Directors prior to the Annual Meeting.
4. The Board of Directors shall establish and assess dues and fees in accord with Article VI.
5. The Board of Directors shall appoint such standby and special committees as it deems necessary and may appoint and remove such Committee Chairpersons as deemed appropriate. The Committee Chairperson shall be a member in good standing of the Association. Each Committee Chairperson shall be vested with all the powers and duties delegated by the Board, oversee the operation of the committee and report the business of the committee to the Board at the Board Meetings.
6. The Board of Directors shall have the power to remove from office any Officer or Director at Large for failure to perform the duties of the office, abuse of office or misuse of Association funds. Removal shall be adopted by a 2/3 majority vote of the Board of Directors.

D. Duties of the Officers

1. The President is the chief Executive Officer of the Association and shall preside at all regular and special meetings of the Association and of the Board of Directors and Executive Committee and shall: a) issue the call for the Annual Meeting and any special meetings at the direction of the Board of Directors; b) call and give proper notice of at least three regular meetings of the Board of Directors between the Annual Meetings; c) be an *ex-officio* member of all committees established by the Board of Directors; d) be responsible to see that all directives adopted by the Board of Directors are carried out in accord therewith; e) have signature power on checks issued by the Association; f) have such other powers as delegated by the Board of Directors and g) maintain a file of all business conducted by the President.
2. The Vice President shall be vested with all the powers and duties of the President in the absence or disability of the President and shall assist the President in the performance of the President's duties as requested by the President.
3. The Secretary shall attend and record the minutes of all meetings of the Association and of the Board of Directors and shall: a) keep a true record of all resolutions and directives adopted by the Board of Directors; b) keep such minutes and records in a book kept for that purpose; c) maintain and keep current a list of Officers and directors; d) give at least three weeks notice to members of the time and place of the Annual Meeting e) maintain and pass on to a successor the permanent correspondence, files, minutes and records of the Association; f) provide a copy of the Bylaws of the Association to each incoming member of the Board of Directors; g) upon a change of Officers, prepare and submit to the Association's bank a resolution adopted by the Board of Directors and a signature card identifying the Officers authorized to sign drafts for disbursement of assets.
4. The Treasurer shall: a) have custody of the funds, securities and all other assets of the Association; b) keep full and accurate accounts of receipts and disbursements in books and files which shall be maintained for that purpose, be the property of the Association and be passed on to a successor; c) deposit all monies and other assets of the Association in the name of and to the credit of the Association as designated by the direction of the Board of Directors; d) disburse the funds or other assets of the Association as may be ordered by the Board of Directors or the Executive Committee, taking proper vouchers for such disbursements. All drafts for disbursement of assets must be signed by at least two authorized Officers of the Association, one of whom shall be the Treasurer, unless he is unavailable or incapacitated. If such disbursements are made without the Treasurer's signature, the Treasurer shall be given prompt notice thereof by the Officers so signing. The Treasurer shall render to the President, the Board of Directors and the Executive Committee an account of any or all of the Treasurer's transactions upon request and shall provide a written report of the financial condition of the Association at the Annual Meeting.; e) make all of his books and records available prior to the Annual Meeting to the auditor appointed by the Executive Committee; and f) prepare and submit to the Executive Committee for approval and filing with the

Proposed Effective Date: June, 2004

Internal Revenue Service an annual income tax form. The fiscal year of the Corporation shall be from January 1 to December 31.

Article IV: Nominating Committee

At the Annual Meeting of the Association, not more than five members of the Association may be elected as members of the Nominating Committee for the next year, not more than two of whom shall be Directors at Large and not more than three of whom shall be members of the Association who are neither Officers nor directors of the Association. It shall be the duty of the Nominating Committee to submit to the Annual Meeting nominees for the offices of President, Vice President, Secretary, Treasurer and nominees for two Directors at Large. The Nominating Committee will attempt to choose nominees such that they represent the different sections of "Carrcroft".

Article V: Annual Meeting

The Annual Meeting shall be held each year in the months of May or June, but prior to June 15th. The meeting shall be called by the President, and members of the Association shall be notified by the Secretary at least three weeks in advance of the time, place and agenda established by the Board of Directors. A quorum at the Annual Meeting shall comprise five members of the Board of Directors and other members of the Association present. In the absence of a quorum, the meeting shall be in recess until a quorum can be obtained. The agenda of the Annual Meeting shall include:

1. Call to order
2. Minutes of the previous Annual Meeting and any intervening special meetings of the Association
3. Treasurer's report
4. Auditor's report
5. President's report
6. Report of the Nominating Committee
7. Nominations from the floor
8. Election of Officers and Director at Large
9. Any resolutions offered by the members
10. Adjournment

The Annual Meeting shall not have authority to bind the Board of Directors but its resolutions shall be considered by the Board of Directors in conducting the affairs of the Association in accord with these Bylaws and the Certificate of Incorporation.

Article VI: Dues and Fees

Reasonable dues and fees needed for the proper conduct of the business and achieving the purposes of the Association shall be established and assessed by the Board of Directors. All such dues and fees shall be assessed equally to each residential unit, which unit shall comprise one or more members of the Association residing in a single residence in "Carrcroft". A two-thirds vote of the Board of Directors shall be required to establish or amend the unit assessment and the date when payment is due and payable. Failure of a member or members to make payment of the unit assessment due shall, if not paid prior to the Annual Meeting, disqualify all members representing the residential unit to vote at the Annual Meeting or to hold any office in the Association as long as the dues or fees remain unpaid.