

Deerhurst
Civic
Association

Bylaws
March 2009

Bylaws of the Deerhurst Civic Association

1. **TITLE**

The title of this Corporation shall be the Deerhurst Civic Association.

2. **OBJECTIVES**

The objectives of this Corporation shall be to promote the interests of the community of Deerhurst with respect to the health, safety, education, recreation, friendship, and general welfare of the community and to protect the community rights of the inhabitants thereof.

3. **CORPORATE SEAL:**

The seal of this Corporation shall read:

DEERHURST CIVIC ASSOCIATION
CORPORATE SEAL
DELAWARE 1953

4. **MEMBERS:**

All adult residents of Deerhurst shall be eligible to membership, it being understood that there shall be only one vote per household. Membership shall be obtained by payment of dues as herein specified under Article 12.

5. **MEETINGS OF BOARD OF DIRECTORS:**

There shall be a minimum of six monthly meetings (including the Annual Meeting) during each fiscal year to be held at such time and in such place as agreed upon by members of the Board of Directors.

6. **ANNUAL MEETING:**

The Annual Meeting of the membership shall be held in March as the last meeting of the fiscal year. Members shall be advised of the place, date and time of the meeting by written notice at least one week in advance.

7. **SPECIAL MEETINGS:**

The President shall call a Special Meeting of the membership if so requested by a majority of the Board of Directors at the time they specify; or upon the written request of 25% of the voting members and at the time they specify. The members shall be advised of the place, date, and time of the meeting by written notice-at least two days before the meeting.

8. QUORUM & VOTING AT MEETINGS OF BOARD OF DIRECTORS:

If more than half of the Board of Directors is present, a majority vote shall decide any question. The presiding officer shall not vote except in case of a tie, in which case his or her vote shall be the deciding vote.

9. QUORUM & VOTING AT ANNUAL MEETING:

A quorum of 10% of the total voting members of the Corporation shall be required to conduct an Annual Meeting.

All paid-up members are eligible to vote at an Annual Meeting, it being understood that each dwelling house shall be entitled to only one vote. If a quorum is present, a majority of those voting shall decide any matter that may come before the meeting, except as herein otherwise provided. The presiding officer shall not vote except in case of a tie, in which case his or her vote shall be the deciding vote. Matters may also be decided by referendum, in which case a majority of those entitled to vote shall be required.

If, however, a quorum is not present within a reasonable time, the Presiding Officer shall have the power to adjourn the Annual Meeting and to recall the Annual Meeting without written notice at such time as a quorum is present.

10. QUORUM & VOTING AT SPECIAL MEETINGS:

A quorum of 25% of the total voting members of the Corporation shall be required to conduct a Special Meeting.

All paid-up members are eligible to vote at a Special Meeting, it being understood that each dwelling house shall be entitled to only one vote. If a quorum is present, a majority of those voting shall decide any matter that may come before the meeting, except as herein otherwise provided. The presiding officer shall not vote except in case of a tie, in which case his or her vote shall be the deciding vote. Matters may also be decided by referendum, as covered under Article 11, in which case a majority of those entitled to vote shall decide the matter.

If, however, a quorum is not present within a reasonable time, the presiding officer shall have the power to adjourn the Special Meeting and to recall the Special Meeting without written notice at such time as a quorum is present.

11. REFERENDUM:

A Referendum may be called by the Board of Directors on any particular matter and such Referendum shall be decided by a majority of those entitled to vote.

12. DUES:

Dues for each fiscal year shall be set by the Board of Directors and collected after each year's Annual Meeting. Any member delinquent in payment of dues for six (6) months shall be ineligible to vote. In the case of new residents in the community where the previous household's dues for the fiscal year were paid, these new residents shall be considered members of the Deerhurst Civic Association until the end of said fiscal year. If a previous household's dues were not paid, new residents may become members by paying dues on a pro-rated basis for the current fiscal year. In the case where there are absentee landlords, the lessors may become members of the Deerhurst Civic Association by payments of dues as outlined for new residents.

13. FISCAL YEAR:

The fiscal year shall start at the close of the Annual Meeting held in March of each year and shall end at the close of the Annual Meeting held in March of the following year.

14. DISTRICTS:

For purposes of representation, the community shall be divided into geographical areas or districts by the Board of Directors. As nearly as possible, the number of houses per district shall be equal and shall not exceed twenty (26) houses per district. New districts shall be added as required.

15. BOARD OF DIRECTORS:

- A. The members of the Corporation shall be represented by a Board of Directors consisting of a President, Vice President, Secretary, Treasurer, and one Representative from each District.
- B. The Board of Directors shall govern the Corporation in all operations within the objectives of the Corporation. If more than half of the Board of Directors is present, a majority vote shall decide any question. The presiding officer shall not vote except in case of a tie, in which case his or her vote shall be the deciding vote. Any action of the Board of Directors can be rescinded by a vote of two-thirds of the voting members of the Corporation present at a Special Meeting called for that purpose.

- C. The President, Vice President, Secretary and Treasurer and District Representatives shall be members elected by a majority vote of eligible voting members of the entire Corporation who are present at each year's Annual Meeting, with a quorum being 10% of such eligible voting members. These persons shall serve for the fiscal year or until their successors have been elected.
- D. Each District Representative shall be nominated by the Nominating Committee with the assistance of the Incoming President and the Outgoing President and shall be elected by a majority vote of eligible voting members of the entire Corporation who are present at each year's Annual Meeting, with a quorum being 10% of such eligible voting members.

Each District Representative shall serve for two fiscal years or until his or her successor has been elected. Representatives from even-numbered districts shall be nominated in even years and representatives from odd-numbered districts shall be nominated in odd years.

- E. In the case of any Officer or District Representative vacancy, such vacancy shall be filled by appointment by the President with the approval of the Board of Directors.
- F. The Board of Directors shall conduct the business of the Corporation at a minimum of six monthly meetings (including the Annual Meeting) during each fiscal year.
- G. If a District Representative cannot be present, he or she should designate another member of his or her district to represent him or her at the meeting.

16. NOMINATIONS OF OFFICERS AND DISTRICT REPRESENTATIVES:

A Nominating Committee shall be appointed by the President by September 1 of each fiscal year for the purpose of nominating candidates for President, Vice President (who shall be President-Elect), Secretary, and Treasurer and whichever District Representatives are required for a particular year.

Nominations for these officers and District Representatives, as required, shall be announced to members of the Corporation by written notice at least three weeks before the Annual Meeting.

Additional nominations may be made by any Corporation member who submits no later than one week prior to the Annual Meeting a name or names, each of which has been endorsed by five members.

17. ELECTION OF OFFICERS AND DISTRICT REPRESENTATIVES:

The Officers of the Board of Directors shall be elected at each Annual Meeting by a majority of voting members of the Corporation who are present at that meeting. In case of a tie vote for any office, the office shall be decided by the Board of Directors. District Representatives nominated, as required, each year shall be elected at each Annual Meeting by a majority of voting members of the Corporation who are present at that meeting. In case of a tie vote, the question will be decided by the Board of Directors.

18. PRESIDENT:

The President shall be the chief executive officer of the Corporation; he or she shall preside at all meetings; he or she shall see that all orders and resolutions are carried into effect; he or she shall execute all contracts and agreements authorized by the Corporation or by the Board of Directors as herein provided.

19. VICE PRESIDENT:

The Vice President shall perform the duties of the President in the absence or disability of the President. He/she or his/her designee shall prepare, print (with approval of the President), and distribute Deerhurst Digests to District Representatives on an as needed basis determined by the president.

20. SECRETARY:

The Secretary shall keep an accurate record and minutes of all proceedings of the Corporation and shall attest all properly-authorized contracts and agreements executed by the President.

21. TREASURER:

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He or she shall be responsible for collecting all dues with the assistance of the respective District Representatives. In the performance of his or her duties, the Treasurer may not pay out a sum in excess of twenty-five dollars (\$25.00) in any one month, except by authorization of the Board of Directors, or a majority of the voting members present at the Annual or any Special Meeting. All funds deposited are to be placed in a bank approved by the Board of Directors and are to be deposited in the name of the Corporation. All checks withdrawing funds are to be signed by two of the following officers: President, Vice President, Secretary, or Treasurer.

22. DISTRICT REPRESENTATIVES:

Each District Representative shall attend all meetings or shall appoint an alternate to represent and vote for him or her at these meetings.

The responsibilities of the Representative in each District shall be:

1. To collect yearly dues and any other fees voted by the Board of Directors.
2. To deliver notices, Deerhurst Digests, and the Deerhurst Directory.
3. To welcome new residents, including an announcement in the Deerhurst Digest and advising the coordinator of the Deerhurst Directory.
4. To furnish new residents with a copy of the Deerhurst Constitution, Bylaws and Restrictions applying to such new residents' section of the community.
5. To periodically contact residents about their interests, questions, and concerns.

23. RECALL:

An elected officer shall be subject to recall by a two-thirds written vote of all voting members.

District Representatives shall be subject to recall by a two-thirds written vote of the voting residents in their respective Districts.

24. AUDIT OF ACCOUNTS:

A committee on Audit consisting of three members not on the Board of Directors shall be appointed by the Board of Directors by January 1 of each fiscal year. This Committee shall make a complete audit of the books and records of the Corporation and make its' report at the September meeting of the Board of Directors, with said report being summarized to the membership in the next Deerhurst Digest.

25. 26. COMMITTEES:

Committees as are necessary shall be appointed by the President with the approval of the Board of Directors and shall serve until replaced or discharged.

26. ORDER OF BUSINESS:

Meetings shall be called to order by the President, or, in his or her absence, by the Vice President, or in the absence of both, by any member designated by a majority of those present, and the order of business shall be as follows:

1. Reading of the minutes of the last meeting.
2. Reports of officers.
3. Reports of committees.
4. Unfinished business.
5. New business.

27. AMENDMENTS:

A proposed change in these Bylaws may be offered by any member in any one of the following meetings:

1. At a Board of Directors Meeting
2. At a Special Meeting of the membership
3. At the Annual Meeting of the membership

After the proposed change of the Bylaws has been approved by a majority of those voting at any one of the above-named meetings, then such proposed change must be distributed in writing to all of the members. After a waiting period of one month, the proposed change must then be approved by written ballot by a majority of the voting members.

28. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.