

Constitution and By Laws of the Fairfax Civic Association

As approved in September 2015

ARTICLE I - Name, Location

1. Name. The Name of the Corporation is the FAIRFAX CIVIC ASSOCIATION (hereinafter sometimes referred to as the "Association").

2. Location. The community known as Fairfax is located in Brandywine Hundred, New Castle County, Delaware.

ARTICLE II: Purpose

I. General Purpose. The purpose of the Association shall be:

- (i) To promote the welfare of the residents of the community of Fairfax;
- (ii) To promote discussion and improvement of conditions and affairs in the community of Fairfax;
- (iii) To engage in programs of civic improvement and advancement

The general purpose includes, but is not limited to, providing recreational activities, maintaining health and safety standards.

ARTICLE III: Membership

I. Membership. The membership of this Association shall be comprised of all residents of the area described as Fairfax; and non- residents owning property in the area described as Fairfax, who have paid their dues for the current fiscal year of the Association.

1.1. Members shall be at least age 18.

1.2. A resident shall be a senior member If over the age of 62 or retired on a fixed income.

2. Voting. The membership has a right to consider and act upon at any meeting of the Association any and all matters of business germane to the interests and welfare of the Association and its members, consistent with the provisions of these By-Laws. All elections shall be won by the individual receiving the greater number of votes cast in person at the meeting. Except where otherwise provided in these By-Laws or in the Articles of Incorporation, or law, action may be taken by a majority of votes cast by members present at the meeting.

2.1. Each member is entitled to one vote with a maximum of two votes per residential unit.

2.2. In cases where membership is retained by both the nonresident property owner and a resident of the residential unit, there will be one vote eligible for the non-resident owner(s) and one vote eligible for the resident(s).

2.3. In no instance shall any resident or non-resident owner have more than one vote.

2.4. An owner of more than one residential unit shall have no more than one vote.

2.5. In cases where multiple votes per property address exceed the maximums, each vote will be counted as a fraction of the maximum number of votes (i.e., three persons voting from one tenant-occupied residential unit count as one-third vote each; three persons voting from an owner occupied residential unit count as two-third vote each).

3. Termination of Membership. Membership is terminated upon ceasing to be a resident or property owner or by nonpayment of dues.

ARTICLE IV - Dues

I. Dues. Dues shall be charged on an annual basis for the fiscal year (beginning March 1) and shall be at the rates per residential unit determined by the Officers of the Association annually at the first meeting of the Officers of the Association following the Annual Meeting of the Members. Dues shall be payable to the Treasurer within 90 days after the beginning of each fiscal year.

2. Legal Fund. The Treasurer shall deposit a percentage amount of set by the Officers of the Association of all dues collected annually, after provision for expenses, to reach and maintain the "Fairfax Legal Fund" at an amount set by the Officers of the Association.

2.1. The "Fairfax Legal Fund" will be used to pay all fees and charges necessary to legal obligations of the Association.

2.2. In the event that any such charges incurred on behalf of the Association or a Officers of the Association member or officer of the Association exceed the balance of the Legal Fund, the Officers of the Association may approve use of general funds.

3. Assessments. There shall be no compulsory assessments.

4. Contributions. The Treasurer may accept contributions on behalf of the Association. However, the Officers of the Association reserves the right to accept or decline any contributions, monetary or otherwise.

ARTICLE V. - Officers of the Association

1. Officers of the Association and Powers. The Association shall be governed by the Officers of the Association consisting of at least three, but not more than seven members who shall be the Officers of the Association. The immediate past officers may remain as additional nonvoting members of the Officers of the Association for two years.

2. Candidates. Nominees for the Officers of the Association shall be those members announced by nominations as are offered from the floor at the annual meeting of the members, providing that any such nominee submits his consent to serve, either in person, electronically or telephonically at the meeting or in writing at the time his nomination is offered.

3. Election. The Officers of the Association shall be elected by the Membership at the annual meeting of the members of the Association, to hold office for a two year term or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The members of the Officers of the Association must be members in good standing of the Association.

3.1. All elections shall be won by the individuals receiving the greater number of votes cast in person at the meeting.

3.2. Balloting shall continue until seven nominees are elected to the Officers of the Association.

3.3. In the event there are less than 8 candidates balloting is not necessary.

4. Vacancies. Any vacancy in the Officers of the Association occurring during the year may be filled for the unexpired portion of the term by a majority vote of the officers then serving. Any member of the Officers of the Association so elected by the officers shall hold office until the next succeeding Annual Meeting of the members of the Association or until the election and qualification of his successor.

5. Removal. A member of the Officers of the Association may be removed from office by 2/3 vote of the Officers of the Association.

ARTICLE VI - Powers of The Officers of the Association and their Duties

I. Officers

1.1. The Officers of the Association shall be the President, a First, Second and Third Vice-President, Fourth Vice-President, a Secretary and a Treasurer, all of whom shall serve a term of two years or until successors are selected and installed. Any two offices, except those of President and Secretary, may be held by the same person.

1.2. The positions shall be selected by the Officers of the Association from among their number at the first Officers of the Association meeting immediately following the annual meeting.

1.3. A vacancy occurring in any office shall be filled for the unexpired portion of the term by the Officers of the Association, from its membership.

1.4. An officer may be removed from office by a 2/3 vote of the Officers of the Association at each of 2 consecutive meetings.

1.5. Officers shall serve until their replacements are elected.

1.6. The Officers of the Association may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

1.7 All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of Delaware, shall be and are hereby vested in and shall be exercised by the Officers of the Association.

1.8. The Officers of the Association shall have the power to manage and control the affairs of the Association including the authorization of all expenditures according to the yearly budget. The budget shall be published and distributed to all members prior to Annual Meeting of the members, for ratification at the annual meeting.

1.9 The Officers of the Association may, by general resolution, delegate to committees of their own number and/or of the general membership, or to an individual officer, such powers as they may see fit.

1.10 The Officers of the Association shall select from the membership of the Association and/or from its officers, delegates to represent the Association in any federation or organization of citizens associations or other charitable or educational association in which this Association may have an interest or membership.

2. Duties of the Officers of the Association

2.1. The President shall:

2.1.1. Be the chief executive officer of the Association

2.1.2. Preside at all meetings of the Association and meetings of the Officers of the Association;

2.1.3. Have general and active management of the business of the Association;

2.1.4. See that all orders and resolutions of the Officers of the Association are carried into effect.

2.1.5. Appoint all committees and committee chairmen, except Audit Committee

2.1.6. Be a member of all committees, except Audit Committee

2.1.7. With the advice of the other officers the President shall develop a budget which shall be presented for approval by the Officers of the Association before being presented to the annual regular meeting of the membership.

2.2. The Vice Presidents shall:

2.2.1. In numerical order, perform all the duties of the president in his or her absence, and shall succeed the president in the event of his resignation or retirement; and

2.2.2. Perform such other duties as may be prescribed by the Officers of the Association or the president.

2.2.3. Manage Social Media presence and update content of website.

2.3. The Secretary shall:

2.3.1. Keep an accurate record of the proceedings of all meetings of the Association and the Officers of the Association;

2.3.2. Keep a roll of the members;

2.3.3. Issue notices, when required, of meetings of the Association and the Officers of the Association;

2.3.4. Conduct the correspondence of the Association not otherwise provided for;

2.3.5. Record all votes and the minutes of all proceedings in a book to be kept for that purpose; and

2.3.6. Perform such other duties as may be requested by the President.

2.3.7. From time to time, as the Officers of the Association shall deem necessary, The Officers of the Association may appoint assistant secretaries to have the same authority, duties and obligations presented for above.

2.4. The Treasurer shall:

2.4.1. Keep full and accurate accounts of funds, receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories as maybe designated by the Officers of the Association;

2.4.2. Not payout any sum

2.4.2.1. Except as authorized by the budget and approved by the President;

2.4.2.2. In excess of \$1000 except with prior approval of the Officers of the Association; and

2.4.2.3. Unless check is signed by any two officers;

2.4.3. Render to the President and Officers of the Association an account of all his or her transactions as treasurer and of the financial conditions of the Association, and make all records available to the Officers of the Association;

2.4.4. Make a report at the annual meeting of the treasury accounts that has received the Audit Committee's prior approval; and

2.4.5. Perform such other duties as the President may from time to time prescribe or require.

2.4.6. From time to time as the Officers of the Association shall deem necessary, the Officers of the Association may appoint assistant treasurers to have the same authority, duties and obligations prescribed for above.

ARTICLE VII. - Association Meetings

1. Annual Meetings. The Annual Meeting of the Members of the Association shall be held in the first week of May each year, for the purpose of electing the officers of the Association, and for the transaction of such other business as may properly come before the meeting.

1.1. Notice. Notice of the meeting shall be given, no less than 10 days before the meeting, which shall state the place, date and time of the meeting and purpose(s) for which the meeting is being called insofar as the purpose(s) are known in advance. Such notice shall be published on the Association's website, Facebook page, and delivered to each residential unit, or posted on signs throughout Fairfax.

2. Special Meetings. Special meetings of the members are those meetings other than the annual meetings. Special meetings may be called at any time by the President or Acting President or by a majority of the Officers of the Association.

2.1. Notice. Notice of special meetings shall be given in the same manner as a notice of an Annual Meeting, and such notice shall include a description of the purpose or purposes for which the meeting is being called.

3. Quorum. A quorum shall consist of fifteen (15) Members present in person at any meeting.

3.1. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Members present without notice other than by announcement at the meeting and without further notice to any absent member. At any reconvened meeting, any business may be transacted which might have been transacted at the meeting as originally notified.

4. Discussion. The President or presiding officer, in his discretion, may limit the amount of discussion and the amount of time for debate in a non-discriminatory manner, or limit discussion to only those members of the Association in order to preserve the order and effective transaction of the business of the meeting. Further, it shall not be considered discriminatory for the President to limit the number of speakers on each issue.

5. Voting. A plurality of votes cast is necessary to decide any issue which shall come before any meeting of the Association.

6. Compensation and Expenses. No member of the Association shall receive any remuneration for his services as a member, but this provision shall not preclude the Officers of the Association from reimbursing a member for expenditures made by him on behalf of the Association, or for special services contracted for with a member by the Officers of the Association.

ARTICLE VIII. - Officers of the Association Meetings

1. Organizational Meeting. The newly elected Officers of the Association shall take office immediately. The newly elected Officers of the Association shall meet immediately after the Annual Meeting of the members for the purpose of electing these officers from their number: President, 4 Vice-Presidents, Secretary, and Treasurer.

2. Regular Meetings. The Officers of the Association shall meet at least once every 3 months at such time and place as designated by the President.

3. Special Meetings. Special meetings of the Officers of the Association may be called by the President and must be called on the request of a majority of the members of the Officers of the Association.

4. Notice of Meetings. Regular meetings of the Officers of the Association may be held without notice, at such time and place as shall be determined by the Officers of the Association. Notice of all Special Officers of the Association meetings shall be given by electronic communication at least three days or by telephoning the same at least one day before the meeting to the usual business or residence address of each Officers of the Association member, but such notice may be waived by

any Officers of the Association Member. At any meeting at which every Officers of the Association Member shall be present, even though without any notice or waiver thereof, any business may be transacted.

5. Chair. At all meetings of the Officers of the Association, the President, or, if the President is not present, the next officer present in the order listed in Section I.I of Article VII shall preside.

6. Quorum. At all meetings a majority of the Officers of the Association Members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Officers of the Association members present at any meeting at which there is a quorum shall be the act of the Officers of the Association, except as may be otherwise specifically provided by statute or by these By-Laws.

6.1. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time with further notice to any absent Director, and may take such action at any reconvened meeting as might have been taken at the meeting originally scheduled.

ARTICLE IX - Committees

I. Regular Committees.

1.1. The President, with the approval of the Officers of the Association, shall appoint any officer as chairman of these committees:

1.1.1. Public Services. Includes: snow removal, traffic and parking, roads, beautification, maintenance, parks, sewers.

1.1.2. Communications. Includes: communications, events, welcoming, membership, recruiting, newsletter.

1.1.3. External Civic Relations. The chairman shall be or designate the Association's representative to CCOBH, and other civic bodies.

1.2. The committees shall be comprised of members of the Association appointed by the president; the president may delegate that duty to the committee chairman.

1.3. The committee shall have such powers as conferred upon them by the president with the approval of the Officers of the Association.

1.4. At each regular meeting of the Association, the chairman of each committee shall submit a report of actions taken or recommended by that committee since the previous meeting.

2. Special Committees. As the business of the Association may required, the President may appoint Special Committees to consider and recommend action on certain or special issues.

2.1. The President shall select the Chairman of the committee from the membership.

2.2. The committee shall be comprised of members of the Association appointed by the president; the president may delegate that duty to the committee chairman.

2.3. The committee shall have such powers as conferred upon them by the president with the approval of the Officers of the Association.

2.4. At each regular meeting of the Association, the chairman of each committee shall submit a report of actions taken or recommended by that committee since the previous meeting.

3. Audit Committee.

3.1. Consists of at least three members appointed by the Officers of the Association.

3.2. Committee shall examine the accounts and books annually just prior to the annual meeting.

ARTICLE X. - Parliamentary Authority

The rules contained in "Robert's Rules of Order, Revised" shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and By-Laws.

ARTICLE XI. - Amendment

Section 1. The Constitution and By-Laws of this Association may be amended by an affirmative vote of two-thirds (2/3) of the members present at any meeting of the Association, provided that notice of the proposed amendment is included in the notification of the meeting.

Section 2. The Constitution and By-Laws of this Association may be amended by an affirmative vote of two-thirds (2/3) of the Officers of the Association members present and voting