

# BY-LAWS OF GREEN VALLEY CIVIC ASSOCIATION

## 1. PURPOSE

The organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## 2. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## 3. CONDITIONS OF MEMBERSHIP

Membership in the Corporation is limited to those persons residing in the neighborhood known as "Green Valley" in Millcreek Hundred, New Castle County, Delaware, who have paid the dues fixed by the Corporation.

## 4. VOTING RIGHTS

Only one member of each residence who is 18 years of age or older, who is physically present at a meeting of the members, and current on dues obligations, shall have the right to vote at that meeting. The selection of the voting member from any particular residence is to be resolved by the eligible members of the residence.

A proxy vote may be submitted by proxy and will be accepted at the meeting of the members at which elections will be held if the party seeking to cast such proxy votes has provided at least one-week written notice to at least two members of the Board (defined below) indicating an intent to seek proxy votes. The written notice shall include a copy of the proxy solicitation setting forth each candidate's name, the particular office sought, and an indication that the vote is in favor of the candidate for the particular office. For other Civic Association decisions, the written notice shall include the member's decision on the particular vote. The proxy can either be by a written notice that is sent to the board or a person attending the meeting on the member's behalf with a notarized letter that the member has given this proxy voting rights. A member

voting by proxy may, by attending the meeting, choose to nullify the proxy selection and vote in person.

## 5. QUORUM

No action at any meeting or gathering of the members shall bind the corporation unless, a) the meeting or gathering was a duly-called regular or special meeting of the members, b) reasonable notice of the time, date, and place of the meeting or gathering was given to the members in advance. There must be at least 10 members of the corporation present, not to include the officers, for a quorum.

## 6. REGULAR MEETINGS

Regular meetings of the members of the corporation shall be held semi-annually in the Spring and in the Fall at the Meadowood School, Meadowood Drive, Wilmington, Delaware, unless a different meeting place is designated.

## 7. BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of President, Vice-President, Secretary, Treasurer, and three Members at Large. Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. No meeting of the Board of Directors shall be closed to the members of the Corporation. Board meetings shall be held quarterly at the discretion of the Board members and a minimum of three Board members must be present to conduct any Corporation business.

An election of officers shall be held in conjunction with a fall meeting taking place in or about October of each year. The President and Board shall conduct all new and old business before the vote is taken. Candidates for any office shall be selected in the following manner:

1. the candidate shall submit a written notification at least one week prior the election of self nomination to at least two members of the Board indicating the office sought and a statement of willingness to serve a full term of office, or
2. the candidate shall make a self nominating motion at the meeting prior to the vote at the election indicating the office sought and a willingness to serve a full term. The nominating motion must be confirmed by two other members indicating that they are inclined to vote for the candidate for the office sought, or
3. a member may make nominating motion for another member (who is present at the meeting) to be a candidate for a particular office. The candidate must indicate a willingness to serve a full term and be one of two other members confirming the nominating motion.

The vote shall be proceeded by a period where candidates may speak to the members for a minimum of two minutes each whereby the candidates may introduce themselves and provide some outline of their background and purpose for seeking office. Election shall be conducted by ballot in the meeting and counted by the Treasurer and Member-at-Large with the candidate for each office having the most votes being elected. Once the successful candidates are determined, the new President shall be immediately installed to continue and conclude the meeting. The Vice-President, Treasurer and Secretary shall take office immediately after the meeting with the outgoing Vice-President, Treasurer and Secretary turning over all materials and records at the meeting. The outgoing Secretary shall have one week to complete the minutes from the fall meeting submitting an original signed copy to the new Secretary.

## 8. SPECIAL MEETINGS

A special meeting shall be held only when authorized by the Board of Directors of the Corporation, and only if reasonable notice of the time, place, and purpose(s) of the meeting have been given to the members in advance. At the request of three members of the Board of Directors, or 25 members of the Corporation, the President shall cause a special meeting to be called, but such a request must be made in writing at least 10 days before the requested-scheduled date.

## 9. PRESIDENT

There shall be a President of the Corporation, elected by the members of the Corporation at each Fall meeting, and shall serve for a term of one year. The President shall preside at Board meetings and general membership meetings. The President shall represent the Corporation at public meetings and hearings, and shall speak for the Corporation on matters affecting its interest

## 10. VICE-PRESIDENT

There shall be a Vice-President of the Corporation, elected by the members of the Corporation at each Fall meeting, and shall serve for a term of one year. The Vice-President shall assist the President, and shall serve in place of the President in the latter's absence

## 11. SECRETARY

There shall be a Secretary of the Corporation, elected by the members of the Corporation at each Fall meeting, and shall serve for a term of one year. The Secretary shall be responsible for recording minutes of meetings of members, and for keeping such records as may be required by law.

## 12. TREASURER

There shall be a Treasurer of the Corporation, elected by the members of the Corporation at each Fall meeting, and shall serve for a term of one year. The Treasurer shall be responsible for keeping and safeguarding the fund of the Corporation, and for keeping such records and accounts as may be required by law.

## 13. MEMBERS AT LARGE

Members at Large make up the remainder of the Board of Directors outside of the elected officers. The members at large are selected by a majority of the board from among the general membership, with preference given to current block captains, previous officers, and previous block captains, in that order.

## 14. EXPENDITURES

Normal Expenditures:

- A. Expenditures of less than two hundred fifty dollars (\$250) shall require the prior, affirmative vote of a majority of the Board of Directors present at any one meeting. Notice of proposed expenditures of more than two hundred fifty dollars (\$250) shall be given in the notice of the meeting at which the expenditure is to be voted upon, as far as such prior notice is practicable under the circumstances.
- B. Routine expenditures of one hundred dollars (\$100) or less may be authorized at the discretion of any office of the Corporation. Such expenditures shall be reported by the Treasurer at the regular meeting following the expenditure.
- C. All checks shall require the signature of the Treasurer and the one other board member.
- D. The Corporation can establish a list of goods and/or services to be paid by the Treasurer that are recurring and have been originally authorized by the Corporation to pay. These payments can consist of utility bills, insurance premiums, seasonal contracts, snow plowing, landscaping, newsletters, dues mailings, etc. The Treasurer shall make this list available upon request.

Emergency Expenditures:

- A. Emergency expenditures shall be considered such items of expense that cannot wait until the next regular meeting of the Corporation.
- B. In the case of non-operational expenditure, the President shall communicate with a majority of the Board of Directors and be guided by their judgement as to whether such expenditure be made.
- C. Such expenditures shall be reported by the Treasurer at the regular meeting following the expenditure.

## 15. DUES

Current annual dues of twenty dollars (\$20) may be increased by a vote of the members if and when a need for additional funds is required. Dues are paid for the fiscal year October to September to match the term of the officers, and cover the cost of snow plowing and sanding, maintenance of the common ground, upkeep and repair of the entry sign, utilities for lighting the entry sign, and expenses involved in the conduct of business for the Corporation approved by the Board and/or members.

## 16. CIVIC RESPONSIBILITIES

All residents of Green Valley are expected to help keep our development a clean, quiet, and desirable place to live and raise families. To help achieve this, the following restrictions shall be observed:

- A. No cars with "For Sale" signs shall be parked at the entrance to Green Valley, on the roads, or the common ground.
- B. "For Sale" signs for property shall be placed only at the entrance to Green Valley on weekends. These signs shall be removed before Monday morning.
- C. Pet owners shall keep their pets from urinating/defecating on other people's property and especially in the park. Should this occur by accident, the person controlling the pet is responsible for cleaning up. Keeping the park clean is especially important for the welfare of children using it.
- D. Property with front easements (side walks), side easements (end units), and rear easements (property bordering the perimeter) are unique in that the property owner has the responsibility of maintaining and keeping the easement areas clear. No fences, gardens or plantings, or structures shall be placed in the easement.
- E. When parking cars, be considerate of neighbors by not blocking their areas. Close consideration should be given to parking in the owner's off-street parking space when snow is expected to help facilitate snow removal. It is against postal regulations to block mail boxes.
- F. There is a County ordinance with regard to excessive noise. Be considerate of neighbors and friends when playing sound equipment.
- G. Drying clothes on balcony railings or fences is an unsightly practice. Drying trees or lines suspended under the balcony are recommended.