

**CONSTITUTION AND BY LAWS
OF THE
CHATHAM CIVIC ASSOCIATION**

ARTICLE I – Name

The name of the organization shall be the CHATHAM CIVIC ASSOCIATION, hereinafter referred to as the Association.

ARTICLE II – Purpose

The purpose of the Association shall be to promote the general welfare and community activities of Chatham, Brandywine Hundred, New Castle County, Delaware. This will include, but is not limited to providing recreational activities, maintain health and safety standards, enforce deed and zoning restrictions.

ARTICLE III – Membership

- Section 1. All residents of Chatham eighteen (18) years of age or over shall be eligible for membership.
- Section 2. Membership shall be acquired and retained upon payment of annual dues as specified hereinafter.
- Section 3. Each residential unit carries one vote, and an adult occupant having membership in good standing may cast that vote in person, by mail if received by recording secretary in advance of the meeting, or by written proxy.
- Section 4. Membership is terminated upon ceasing to be a resident of Chatham, or by non-payment of dues.

ARTICLE IV – Dues

- Section 1. Dues shall be set annually by the Council for each membership (Residential Unit) payable to the Treasurer within 120 days after the beginning of each fiscal year (July 1). Refunds are payable when members leave the community, as applied for, on a quarterly basis.
- Section 2. Council shall set a portion of each member's annual dues to be deposited in the "Chatham Legal Fund." Council shall set the amount to be retained as the "Chatham Legal Fund." The "Chatham Legal Fund" will be used to pay all fees and charges necessary to enforce deed restrictions, zoning restrictions and legal obligations of the Association. In the event these fees and charges exceed the resources of the Chatham Legal Fund, Council may approve use of General Funds.
- Section 3. Dues may be changed by two-thirds (2/3) vote at an Association meeting.
- Section 4. The treasurer may accept contributions in behalf of the Association. However, the Association reserves the right to accept or decline any contributions, monetary or otherwise.

ARTICLE V – Council

- Section 1. A Council consisting of 20 members shall govern the Association: four (4) officers and sixteen (16) District Representatives, one from each of the numbered districts as shown on the attached Chatham plot plan. District Representatives shall serve for two years or until successors are elected and installed. Terms of office of District Representatives will be staggered to permit continuity of experience in the governing body. District Representatives from odd numbered districts will be elected in odd years; those from even numbered districts in even years.
- Section 2. Candidates for the office of District Representative shall be nominated by one of the following methods: (a) by the nominating committee, which shall be appointed in each district by the District Representative of that district. There should be at least two (2) nominees from each district, (b) by volunteering, or (c) by appointment by the President. Nominations from the floor will be received at the annual Association meeting with prior consent by the person to be nominated.
- Section 3. District Representatives shall be elected by a plurality of votes cast at the annual meeting of the Association. Voting shall be by ballot, each voter choosing only among the candidates from his own district. An alternative voting method can be used by Council in which ballots are given to each member two weeks before the annual meeting and collected and counted by an Election Committee appointed by the President. The results of the ballot count will be announced at the annual meeting. The newly elected District Representatives shall be installed at the annual meeting. The candidate in each district having the second largest number of votes will act as alternate to the District Representative in his district. The alternate or another designated member from a district may vote in place of the District Representative at a Council meeting if provided with a written proxy notice from the absent elected District Representative.
- Section 4. In case of vacancy in any of the council districts, a District Representative may be elected to fill the unexpired term by (a) volunteering, (b) by the members of that district electing a nominee, at a meeting called for that purpose, or by (c) appointment by the President.
- Section 5. A District Representative may be removed from office by petition from a majority of members of the district concerned, subject to approval by a majority vote of the Council.

ARTICLE VI – Powers of Council

- Section 1. The Council shall have, in addition to such powers as hereinafter expressly conferred on it, all such powers as may be exercised subject to public law, a certificate of incorporation, and the By-Laws.
- Section 2. The Council 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 before April 1 of each year, for ratification at the annual Association meeting.

ARTICLE VII – Officers and Duties

Section 1. Officers:

- (a) The officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer; all of who shall serve a term of two years or until successors are selected and installed.
- (b) Officer candidates shall be nominated by one of the following methods: (a) by the nominating committee of a representative district, (b) by volunteering, or (c) by appointment by the President. Nominations from the floor will be received at the annual Association meeting with prior consent by the person to be nominated.
- (c) The officers shall be elected by a plurality of votes cast at the annual meeting of the Association. Voting shall be by ballot. An alternative voting method can be used by Council in which ballots are given to each member two weeks before the annual meeting and collected and counted by an Election Committee appointed by the President. The results of the ballot count will be announced at the annual meeting. The newly elected officers shall be installed at the annual meeting. Officers will be elected in odd years.
- (d) In case of vacancy in the Vice-President, Secretary or Treasurer positions, an officer may be elected to fill the unexpired term by (a) volunteering or by (b) appointment by the President.
- (e) In case of vacancy in the President position, a special election for a new President shall be held at a special Association Meeting (as dictated in ARTICLE VIII) within thirty (30) days. Until a new President is elected, the Vice-President shall serve as President.

Section 2. Duties:

- (a) The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and meetings of the Council. He shall see that all resolutions of the Association are put into effect. He shall also appoint all committees except the nominating and auditing committees.
- (b) The Vice-President shall assist the President and shall perform the duties of the President in his absence.
- (c) The Secretary shall record minutes of all proceedings of the Association and of the Council, and shall keep the essential records belonging to the Association. The Secretary shall handle all official correspondence of the Association except that which can be properly managed by the various committees. Committee chairpersons shall provide the Secretary copies of any correspondence sent from or received directly by the committee.
- (d) The Treasurer shall receive and be responsible for all funds of the Association and shall keep an account of all dues, receipts and expenditures. All funds collected by the Treasurer shall be deposited in the name of the Association in a bank designated by the Council. All records of the Treasurer shall be available to the Council, or any member of the Association at any meeting. The Treasurer may not pay out any sum except as authorized by the budget and approved by the President. Sums in excess of One Hundred Dollars (\$100) will not be paid except with prior approval of the Council. Signatures of any two officers are required for all checks.

- (e) The Treasury accounts and books shall be examined annually just prior to the annual meeting by an Auditing Committee of at least three (3) members appointed by the Council. The Treasurer shall make a report at the annual meeting and the auditing Committee's approval shall be shown by signatures at the end thereof.

ARTICLE VIII – Association Meetings

- Section 1. An annual meeting of the members of the Association for the election and installation of District Representatives and any other business to be transacted shall be held each April. All members shall be notified of the time and place of this annual meeting by written notice at least ten (10) days in advance thereof. Notification shall include a brief description of matters to be discussed insofar as they are known in advance.
- Section 2. Special meetings of the Association may be called by the Council. In addition, the council shall call a special meeting of the Association upon presentation to any member of the Council, a petition signed by at least 10% of voting members. All members shall be notified of the time and place of these special meetings at least two (2) days before the meeting. Notification shall include a brief description of the matters to be discussed insofar as they are known in advance.
- Section 3. No business at an annual meeting or special Association meeting shall be conducted unless a quorum of at least 10% of voting members is present.
- Section 4. A plurality of votes cast is necessary to decide any issue which shall come before any meeting of the Association.

ARTICLE IX – Council Meetings

- Section 1. The council shall meet at least once every three (3) months at such time and place as designated by the President.
- Section 2. Special meetings of the Council may be called by the President with due notice to all members of the Council.
- Section 3. No business at a Council meeting shall be conducted unless a quorum of at least 40% of the Council members is present.

ARTICLE X – Committees

Section 1. The President, with the approval of the Council, shall appoint chairpersons of the following Committees:

- 1 – Membership & Election
- 2 – Recreation & Parks
- 3 – Snow Removal
- 4 – Social
- 5 – Zoning & Deeds
- 6 – Deed Restriction Enforcement

Section 2. The President shall appoint such other committees as required by the Council.

Section 3. The President shall appoint such other Committees, as he deems necessary with the approval of Council.

Section 4. The provisions shall not apply to the nominating and auditing committees.

Section 5. The Deed Restriction Enforcement Committee shall develop a uniform procedure for documenting and resolving violations of the Chatham Deed Restrictions (Chatham Restated Restrictions & Maintenance Declaration). The Enforcement Committee shall be authorized to spend \$3,000 per year on notifications, court filings, legal fees and other necessary expenses. Any additional funds must be approved by the Council.

ARTICLE XI – 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 XII – Amendment

The By-Laws 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.

ARTICLE XIII – Adoption of Constitution and By-Laws

This Constitution and By-Laws shall become effective upon acceptance by more than 50% of those residents of Chatham participating at the meeting whose purpose it is to organize this Association.