

BYLAWS

Kirkwood Gardens Civic Association

Wilmington, Delaware

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of this organization shall be the Kirkwood Gardens Civic Association (the “Association”). The principal office of the Association shall be located in Wilmington, Delaware.

ARTICLE II – PURPOSE AND AUTHORITY

Section 1: Purpose

The Association is organized exclusively for civic, community, and social welfare.

The purposes of the Association include:

- Promoting the safety, welfare, and quality of life of residents
- Encouraging civic engagement and neighborhood cohesion
- Addressing issues affecting the community
- Acting as a liaison with governmental and service entities
- Organizing community programs and initiatives

Section 2: Nonpartisan Activity

The Association shall be nonpartisan. It shall not endorse or oppose any political candidate but may engage in advocacy related to issues affecting the community consistent with applicable law.

Section 3: Limitations

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Board of Officers, or other private persons, except for reasonable compensation for services rendered.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility

Membership shall be open to all residents and property owners within the geographic boundaries of Kirkwood Gardens.

Section 2: Good Standing

Members shall be considered in good standing upon payment of dues, if applicable, and compliance with these Bylaws.

Section 3: Rights and Responsibilities

Members in good standing shall have the right to vote, participate in meetings, and serve on committees. Members agree to abide by these Bylaws and decisions duly adopted by the Association.

Section 4: Suspension or Termination

Membership may be suspended or terminated for conduct materially detrimental to the Association, upon a two-thirds (66%) vote of members present, provided the member is given notice and an opportunity to be heard.

ARTICLE IV – DUES AND ASSESSMENTS

1. Annual dues, if any, shall be established by a majority vote of members present at a regular meeting.
2. The Association may establish special assessments for specific purposes upon approval by a two-thirds (66%) vote of members present.
3. Failure to pay dues may result in loss of voting privileges.

ARTICLE V – GOVERNANCE (OFFICERS / BOARD)

Section 1: Governing Body

The Association shall be governed by its elected officers (collectively serving as the Board of Officers).

Section 2: Board of Officers

The officers shall consist of:

- President
- Vice President
- Secretary
- Treasurer

Section 3: Duties and Authority

Officers shall manage the affairs of the Association, implement policies adopted by the membership, and exercise all powers not reserved to the membership.

Section 4: Specific Duties

President

- Presides over meetings
- Serves as chief executive officer
- Executes authorized agreements

Vice President

- Assists the President
- Assumes duties in the President's absence

Secretary

- Maintains records, minutes, and official documents
- Provides required notices

Treasurer

- Oversees financial management
- Maintains books and records
- Ensures financial reporting and accountability

Section 5: Terms and Elections

- Board of Officers shall serve two (2) year terms
- Elections shall be held at a designated bi-annual meeting
- Officers may serve consecutive terms

Section 6: Removal

Any officer may be removed, with or without cause, by a two-thirds (2/3) vote of members present at a meeting where notice of such action has been given.

Section 7: Vacancies

Vacancies shall be filled by majority vote of members present until the next election cycle.

ARTICLE VI – MEETINGS

Section 1: Regular Meetings

Regular meetings shall be held at least quarterly.

Section 2: Special Meetings

Special meetings may be called by the President or upon written request of at least twenty (20) members.

Section 3: Notice

Reasonable notice shall be provided, but not less than ten (10) days prior to meetings unless exigent circumstances exist.

Section 5: Quorum

A quorum shall consist of the lesser of:

- Ten (10) households, or

- Ten percent (10%) of eligible households

Section 6: Parliamentary Authority

Meetings may be conducted in accordance with Robert's Rules of Order, Newly Revised, unless inconsistent with these Bylaws.

ARTICLE VII – VOTING

1. Each household in good standing shall have one (1) vote.
2. Unless otherwise specified, actions shall require a simple majority vote.
3. Voting methods may include in-person, absentee, or electronic voting as authorized by the membership.
4. Proxy voting may be permitted if approved by the membership and documented in advance.

ARTICLE VIII – COMMITTEES

1. The Association may establish standing or ad hoc committees.
2. Committee chairs shall be appointed by the President or elected by the membership.
3. Committees shall report regularly and operate within authority delegated by the Association.

ARTICLE IX – FINANCIAL MANAGEMENT

1. The fiscal year shall be January 1 through December 31.
2. Funds shall be deposited in the Association's name in a federally insured financial institution.
3. At least two (2) authorized officers shall have signature authority.
4. Expenditures above a threshold set by the membership shall require prior approval. In addition to maintenance of common areas (Snow plow and grass cutting)
5. The Association shall maintain accurate financial records and may conduct periodic reviews or audits.

ARTICLE X – CONFLICT OF INTEREST

Board of Officers and members shall disclose any financial or personal interest in matters before the Association. Any individual with a conflict shall abstain from discussion and voting on the matter.

ARTICLE XI – INDEMNIFICATION AND LIABILITY

To the fullest extent permitted by law, the Association shall indemnify its officers and volunteers against expenses and liabilities incurred in connection with their service, provided such actions were taken in good faith and in a manner reasonably believed to be in the best interest of the Association.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended by a two-thirds (66%) vote of members present at a meeting, provided that written notice of the proposed amendment is given at least thirty (30) days in advance.

ARTICLE XIII – DISSOLUTION

Upon dissolution, assets shall be distributed to a local charity or community organization, as determined by a vote of the membership.

ARTICLE XIV – RECORDS AND TRANSPARENCY

The Association shall maintain records of meetings, finances, and governance documents. Such records shall be made reasonably available to members upon request within thirty (30) days.