

THE DEWEY BEACH CIVIC LEAGUE, INC.

BY-LAWS

ARTICLE I

Name and Address

The name of the corporation shall be The Dewey Beach Civic League, Inc. (DBCL) The address shall be at such location as is designated by the Board of Directors within Dewey Beach, Delaware 19971.

ARTICLE II

Objectives

The purposes for which the corporation is formed are as follows:

- (a) To stimulate interest in improving the community.
- (b) To serve as a forum for discussion and exchange of ideas and experiences.
- (c) To foster understanding of laws, customs, services, and facilities of the town, area, county, state and federal agencies and government.
- (d) To advocate, promote, create, establish and/or support worthy enterprise, and to promote and support constructive legislation.
- (e) To provide information and guidance to its membership regarding the qualifications, experience, and philosophies of town officials and candidates for the town commission.
- (f) To keep the membership informed of DBCL events and proposed changes in zoning, tax, or general town legislation through periodic communications.
- (g) To establish the consensus of the membership in reference to civic, cultural, and legislative matters (past, present, and future) and promulgate the same. The DBCL may endorse candidates for office in the Town, but is not required to do so.
- (h) To attend to any other purposes as may be deemed by the Corporation to be in keeping with its general aim of improving the area.

ARTICLE III

Membership

APPLICATION: Membership in the Corporation shall consist of property owners, long term renters or full-time residents who have paid applicable dues on a current basis. Business owners may join if they own property in the town and/or if they own a business with a physical presence in town.

MEMBERSHIP DUES: The Board of Directors, at a meeting prior to the Annual meeting of the members, shall establish membership dues for the ensuing year. Dues shall be sufficient to provide for the necessary operating expenses of the corporation and shall be payable by May 31st of the following year. No dues nor part thereof shall be refunded.

TERMINATION: Membership in this corporation shall terminate on such member's non-payment of dues.

ARTICLE IV

Meetings of the Membership

ANNUAL MEETINGS: The Annual Meeting of the corporation shall be held each year, at such place and time as the Board of Directors determines. The Annual Meeting shall be for the purpose of electing Board Members, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it. Roberts Rules will be adhered to at all times. Failure to hold a timely annual meeting shall in no way affect the terms of Officers or Directors of the Association or the validity of actions of the corporation.

NOTICE OF THE ANNUAL MEETING: Notice of the Annual Meeting shall be given to members not less than four (4) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting.

SPECIAL MEETINGS: Special Meetings of the corporation may be called by the Board of Directors. Also, upon written request of any ten members to the Secretary, stating the purpose thereof, a special meeting shall be called by the Secretary and held within thirty (30) days.

NOTICE OF SPECIAL MEETINGS: Notice of a Special Meeting of the corporation shall be given to members not less than ten (10) days nor more than fifteen (15) days before the date of the meeting. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider. No other business shall be transacted thereat.

VOTING: Only Members in good standing shall be entitled to vote at meetings of the corporation, and such members shall be entitled to one (1) vote. Voting may be by voice, but any ten (10) members shall have the right to demand voting by roll call.

VOTING BY MAIL: Any member in good standing may vote by mail on the election of Board members or on a referendum, provided that such ballot or written vote be accompanied by an affidavit of the Member in such form as is specified by the Board of Directors.

PROXIES: Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ATTENDANCE: Board members may attend meetings electronically to accommodate those who are out of town. Communication may also be electronic.

ARTICLE V
Board of Directors

ELECTION: The corporation shall have a Board of Directors comprised of 8-11 Members with 11 as the maximum which shall be referred to as the Board, hereinafter. There are no term limits. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

NOMINATIONS: Any member may make a nomination for the Board of Directors in person or contact the President or Secretary no later than sixty (60) days prior to each year. Notice of all the nominees shall be sent in writing to the members at least ten (10) days prior to the Annual Meeting.

GENERAL POWERS: Consistent with these By-Laws, the Board shall:

- (a) Elect all corporate officers.
- (b) Transact all the corporation's business and manage all property of this corporation.
- (c) Fix, impose and remit penalties for violations of these By-Laws and rules of this corporation.
- (d) If necessary, create the Offices of Vice-President, Assistant Secretary and Assistant Treasurer and appoint one or more persons to such offices.
- (e) Fill any vacancy in the membership of the Board to serve for the unexpired term of his/her predecessor in office.
- (f) Carry out the mandates of the Corporation as expressed in laws, resolutions and motions adopted during its meetings.

CORPORATE FUNDS: Corporation funds shall be handled in the following way:

- (a) The Board shall designate a federally insured bank in Delaware for the corporation funds.
- (b) The Board shall determine the manner in which checks, drafts and other instruments for the payment of funds of the corporation shall be executed. The President/Treasurer shall sign all checks, drafts, or other instruments for the payment of money drawn in the name of the corporation.
- (c) Nothing in these By-Laws shall be construed to permit the Board to borrow or pledge the credit of the corporation without the specific approval of the membership at a duly held meeting.
- (d) The Board shall grant permission to any member to examine and make copies

from the relevant books and records of accounts, minutes, and records of the corporation, provided that reasonable notice is given by means of a written demand stating the purpose of such inspections, and provided that the stated purpose is of a proper nature.

ANNUAL MEETINGS: The Board of Directors shall hold its annual meeting at the same place and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before them.

REGULAR MEETINGS: Regular meetings of the Board of Directors may be held at such time and at such place as shall be determined from time to time by the Board of Directors.

SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

METHOD OF PARTICIPATION: Board members may participate in meetings in person or by telephone provided that the Board member can hear all other members and all other members can hear him or her.

NOTICE OF SPECIAL MEETINGS: Notice of any special meeting of the Board shall be given at least ten (10) days prior thereto, by written notice delivered personally or sent by mail or email to each director.

QUORUM: A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

MANNER OF ACTING: The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board unless specified otherwise in these By-Laws. Votes may be by writing, by voice, or in person. Any action by the Board to endorse a candidate for public office must be by a vote of at least 75 percent of the directors then in office.

TIE VOTES: In the event a question before the Board results in a tie vote which cannot be resolved, the question may then be submitted to the membership for decision.

REFERENDUM: the Board may, at its option, present any resolution to the members' for a referendum. Voting on referenda shall be governed by the same rules as voting at membership meetings.

REMOVAL OF DIRECTORS: At a special meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by majority vote of the Members. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

ARTICLE VI OFFICERS

OFFICERS: The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and, if deemed necessary by the Board, an assistant secretary and/or an assistant treasurer.

QUALIFICATIONS AND METHOD OF ELECTION: The officers shall be selected from members of the Board, shall be elected by the Board, and shall serve for a term of one (1) year.

PRESIDENT: The president shall preside at all meetings of the corporation and of the Board at which he or she is present and shall exercise general supervision of the affairs and activities of the corporation. He or she shall appoint, subject to the confirmation of the Board, all standing and operating committees, designating the Chairman thereof, and shall serve as a member ex-officio of all standing committees.

VICE-PRESIDENT: The vice-president shall assume the duties of the president during his or her absence. He or she shall, under the direction of the President, attend to the business and financial operation of the corporation with the chairman of the Finance Committee. He or she shall serve as a member ex-officio of all committees.

SECRETARY: The Secretary shall send out notices of the meetings of the corporation and of the Board, keep the minutes of meetings, and attend to the correspondence pertaining to his or her office. He or she shall perform such other duties pertaining to his or her office as may be asked of him or her by the Board.

TREASURER: The Treasurer shall keep the accounts of the corporation, collecting its revenue and paying its bills as approved by the Board, or other agency authorized by the Board to incur them. He or she shall deposit funds of the corporation received by him or her in the name of the corporation in such depository as may be authorized by the Board. He or she shall perform such other duties pertaining to his or her office as may be asked of him or her by the Board.

REMOVAL: Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights. ~ ~ ~

VACANCIES: If a vacancy in any office because of death, resignation, removal, disqualification, or otherwise should occur, the Board shall elect another member of the Board to fill the office for the unexpired portion of the term

ARTICLE VII
Committees

COMMITTEES: Special and standing committees shall be appointed as required by the Board .

ARTICLE VIII
Indemnification

INDEMNIFICATION: Each person who acts as a Board member, or officer of the corporation, shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceedings in which he or she is made a party by reason of his or her being or having been a Board member or officer of the corporation, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and also for the corporation in settlement of an action, suit or proceeding based on gross negligence, or willful misconduct in the performance of his or her duties. The right of indemnification provided herein shall ensure to each Board member and officer that, whether or not he or she is such Board member or officer at the time such costs or expenses are imposed or incurred, and in the event of his or her death, such indemnification shall extend to his or her legal representative. No Board member nor member of the corporation and no contributor shall be liable for the acts of the corporation, its Board of Directors, agents, or representatives.

ARTICLE IX
BY-LAW PROVISIONS

INTERPRETATION: Any questions as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board.

AMENDMENTS: These By-Laws may be altered, amended, or replaced by a two-thirds (2/3) vote of the members present at any meeting of the corporation, provided at least fifteen (15) days' notice of such alteration, amendment or replacement by mail shall be given to every member.

ARTICLE X

Miscellaneous

CORPORATE SEAL: The Seal of the Association shall be circular in form, with the name of Association and "Delaware" inscribed around the outer edge and in the center shall be inscribed the year of incorporation.

FISCAL YEAR: The fiscal year of the Corporation shall be October 1 to September 30.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the corporation identified in the foregoing By-Laws does hereby certify that the foregoing By-Laws were duly adopted by the members of said corporation as the By-Laws of said corporation, on this ____ day of _____, _____ at a duly called and constituted meeting of the members, and that they do now constitute the By-Laws of said corporation.

Secretary _____

Corporate Seal

DEWEY BEACH CIVIC LEAGUE CANDIDATES FORUM BY-LAW POLICY

The purpose for which the corporation is formed is to promote and support constructive legislation and such other purposes as may be deemed by the Association to be in keeping with its general aim of improving the quality of life in Dewey Beach. Toward that end it may serve as a forum for the discussion and exchange of ideas and positions on Issues.

CANDIDATES FORUM

The purpose of the Candidates Forum is to provide candidates who have filed with the Town of Dewey Beach for the office of Commissioner the opportunity to present their views on issues of importance to the town's property owners and to dialogue with audience members on those issues.

FORUM PROCEDURES

1. Each candidate who has filed for Commissioner shall be invited to appear at the Candidates Forum and present a statement to the audience answering the following question:

You are running for an office that has a term of two years. What is your vision of where you would like to see Dewey Beach two years hence, and what specific, practical steps, if elected, will you take to attain that vision

2. Following the presentation of statements candidates may be queried by members of the audience on their positions on specific issues. These questions will be in written form.
3. Each candidate shall bring the answer to the above question to the Forum in one half page written form (500 words, maximum). If received prior to or at that time, the candidate's statement will be published in the Civic League Newsletter that is mailed to the entire constituency.

All candidates', whether participating in the Forum or not, are eligible for possible Civic League Board endorsement and will be reviewed by the criteria presented at the end of this information sheet.