

BYLAWS OF MCKENNEY HILLS-CARROLL KNOLLS CIVIC ASSOCIATION

SILVER SPRING, MARYLAND 20902

Article 1-Introduction

The Bylaws of McKenney Hills-Carroll Knolls Civic Association are hereby amended and restated in their entirety, effective as of October 27, 2011 (the "Bylaws"). This restatement replaces the original 1994 Bylaws (the "Original Bylaws") and integrates herein all existing amendments to the Original Bylaws.

Article 2-Name

The name of this organization shall be the McKenney Hills-Carroll Knolls Civic Association. The principal office of the organization shall be designated by the Executive Board as defined in Article 7.

Article 3-Purposes

Section 1. The purposes of this organization are:

- A. To promote the public safety of people living within the neighborhoods of the McKenney Hills-Carroll Knolls Civic Association.
- B. To advance the enjoyment and sense of community to all who live within the neighborhoods of the McKenney Hills-Carroll Knolls Civic Association.
- C. To provide leadership and organization which represents and coordinates community activity on issues of mutual concern. Areas of activity may include, but are not limited to, transportation, education, traffic control, promoting open spaces and appropriate land use, parks and recreation facilities, and taxation.

The foregoing purposes shall be executed in a non-partisan, non-sectarian, and otherwise non-discriminatory manner.

Article 4-Boundaries of the McKenney Hills-Carroll Knolls Civic Association neighborhoods

The boundaries of the Association are those designated by the map attached to the bylaws, attached hereto as Appendix 1.

Article 5-Membership

Section 1. Types of membership shall consist of active, honorary, and geographic.

- A. Active Membership - Each household within the boundaries of the McKenney Hills-Carroll Knolls neighborhoods as defined in Article 3 area is eligible for membership and will be entered on the membership rolls upon the payment of annual dues as

prescribed in Section 2. Any adult (over the age of eighteen) full-time resident of a member household is eligible to be an officer or director of the Association. Each member household shall have one vote for all issues decided at general membership meetings.

- B. Honorary Membership – Upon recommendation of the Executive Board and the affirmative vote of 2/3rds of the active members present and voting at any duly convened meeting where there is a quorum, the Association may elect honorary members. Honorary members shall be entitled to participate in the deliberations of the Association, but may not vote or hold office. Notwithstanding the foregoing, any individual or household prior to the effective date of these Bylaws who enjoyed the status of “associate member,” shall automatically have such membership converted to an honorary membership. Any dues paid pursuant to the requirements of the prior bylaws shall not be refunded.
- C. Geographic Membership – Each household within the boundaries of the Association, but whose members have not paid dues pursuant to Section 2 below, shall be considered geographic members. Geographic members shall receive regular Association communications and be entitled to participate in the affairs of the Association, but they may not vote or hold office.

Section 2. Annual dues

- A. The annual dues shall be \$12.00 and shall be paid to the Treasurer. Dues shall be paid each year with the initial payment to be made when the member joins the Association and all subsequent payments being due on each anniversary date thereafter. Such dues may be altered for any future fiscal period by a 3/4ths vote of the Executive Board and a vote of not less than 10 active members present at the meeting or 1/3 of the voting membership present in person or by proxy empowered to vote.
- B. Payments are made in full months so if eligibility commences mid-month, such member must pay for the entire month. No partial month pro-rations are permitted nor shall refunds be provided.
- C. Active members who are in arrears will have their status converted to Geographic Member status until such dues are paid in full. To regain active status, such members must pay from the beginning of the period in which such payment becomes delinquent through the date of reinstatement. If a member’s dues are delinquent for more than one year, the member may rejoin upon paying from his or her last anniversary date, upon prior approval from the Board.

Article 6-Voting

Section 1. Except as otherwise required by these Bylaws, the vote of a simple majority of the active members present in person (or by proxy approved under Section 2 of this Article) at any duly constituted meeting of members may decide any questions and take any action which may properly come before such meeting.

Section 2. Four weeks prior to any planned vote, the Executive Board shall announce whether a vote by proxy shall be allowed and shall set the criteria by which proxy votes shall be accepted.

Section 3. Quorum. A quorum for a valid vote shall not be less than ten (10) active members present at a meeting.

Section 4. The Board may, in its sole discretion, provide for voting by alternate methods (email, online poll, mail, etc.) on select issues.

Article 7- The Executive Board

Section 1. The Executive Board (or "Board") shall consist of the elected officers, and the appointed committee heads, and shall handle the regular business of the organization.

Section 2. Meetings. Regular meetings of the Executive Board shall be held on a quarterly basis, to the extent administratively feasible, or as called by the President.

Section 3. Quorum. A quorum for conducting the business of the Executive Board shall not be less than 2/3 of the members of the Board empowered to vote. Heads of special and study committees appointed for a short period of time do not have a vote on the Board. Any vote by the Board that results in a tie shall be decided by the President.

Article 8-Officers

Section 1. There shall be the following elected officers.

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

Section 2. Elections

- A. The Association shall elect annually, at the first membership meeting of the year ("Annual Meeting"), a President, a Vice President, a Secretary and a Treasurer.
- B. At the Association's regular meeting just prior to the Annual Meeting, a Nominating Committee of three (3) shall be elected. It shall be the duty of this Committee to nominate at least one candidate for each office. Additional nominations for each office may be taken from the floor during the Annual Meeting and may be made by any active member.
- C. Election shall be by secret ballot.
- D. No member shall hold more than one (1) office at any one time.

- E. Election for officers shall be made by a simple majority vote. Voting privileges for elections will extend to all active members in good standing as specified in Article 5(1)(A).

Section 3. Term

- A. Term of Office. Officers shall be elected for a term of one year, to serve from the time of installation as noted below, until the succeeding installation of officers in the following year. Terms shall be staggered to provide for continuity of the Association's affairs. President and Treasurer terms of duty shall run from February to February the following year. Vice President and Secretary terms shall run from July to July of the following year.
- B. Officers may not serve more than two consecutive years. Accordingly, an Officer may be elected for two consecutive one-year terms (for a total of two years) before an officer must step down for a one-year interval before running for reelection for the same office or another office.
- C. A vacancy occurring in any office, except that of the President, to which the Vice President succeeds, shall be filled for the period until the next Annual Meeting by the Executive Board. During the next Annual Meeting after any vacancy, a special election shall be held to elect a replacement officer.

Section 4. Removal and Resignation

- A. An officer who does not comply with assigned responsibilities may be relieved of office by majority vote of the Executive Board. The President with the approval of the Board shall make appointment of a replacement.
- B. Any officer (elected or appointed) of the Association may be removed for nonperformance of duties, inefficiency or conduct incompatible with the objectives and activities of the Association. A motion for removal may be made at any regular or special meeting. The reasons for the motion must be presented in writing and shall be read in their full text by the Secretary. The officer involved, if present, may have an opportunity for reply. If, after a 2/3rds of those voting are in favor thereof, and provided there is a quorum for voting, the officer shall be immediately removed from office. No officer whose removal is under discussion shall preside during the consideration of the motion of removal. Quorum shall be as determined in Article 6, Section 3.
- C. An officer may resign by submitting a written resignation to the President or to another officer. Resignation shall be immediate upon receipt of such written resignation.

Section 5. Transition of Administration:

- A. There shall be a meeting of the Executive Boards immediately preceding the installation of any newly elected officers. It should include the outgoing and incoming

officers and the committee chairpersons and, as part of the agent, discuss appropriate transition. Upon the close of any meeting in which the role of President shall be transitioned, the gavel, charter, and files are turned over to the newly installed President, who then becomes the presiding officer for the new term.

- B. Each outgoing Board must leave in the Treasury a sum equal to the unpaid bills or obligations for which the administration is responsible.
- C. Each outgoing Board member shall provide reasonable assistance in to the newly elected Board to ensure continuity of performance in Association endeavors.

Section 6. Duties of Officers

A. The President shall:

- Preside at all meetings of the Executive Board and general meetings of the organization, and at any special meetings;
- Appoint the committee heads immediately after installation;
- Make interim appointments as needed with the approval of the Executive Board;
- Sign all checks with the treasurer;
- Sign all contracts with the secretary after approval of the Executive Board;
- Authorize statements on behalf of the Association on any matter in which the Association has arrived at a position or policy.
- Serve as an ex-officio member of all committees except that of any nominating committee; and
- Call a special meeting when it is necessary.

B. The Vice-President shall perform the duties as assigned by the President. If the President is absent from either a meeting of the Association or a meeting of the Executive Committee, the Vice President shall preside. In the event of a resignation, removal, disqualification, disability or death of the President, the Vice President shall assume the office of the President for the remainder of the term. The Vice President shall also serve as program chairman.

C. The Secretary shall:

- Record the minutes of all proceedings of the Board and membership meetings;
- Sign all contracts for the organization with the President;
- Present the previous meeting minutes for approval at each meeting;

- Prepare a summary of the meeting minutes that shall be distributed to the membership by posting such minutes on the Association website, or by some other equivalent means; and
- Act as custodian of all organization records not maintained by the Treasurer, including the current Bylaws, certified by the Secretary.

D. The Treasurer shall:

- Receive the funds of the Association and shall disperse these funds when duly authorized by the Association or the Executive Committee;
- Make a quarterly financial report to the membership and shall keep records in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed;
- Collect membership dues and maintain a current and accurate roll of members;
- Keep restricted funds of the organization in separate accounts; and
- File the appropriate required forms to maintain the Association's tax status with the Internal Revenue Service, if applicable.

Article 9-Committees

Section 1. The heads of committees shall be appointed by the President immediately after installation. Committee chairpersons shall be selected from a list of nominees offered from the general membership during a regular business meeting. They are approved by the elected Board.

Section 2. The standing committees shall be the following:

- A. Neighborhood Watch
- B. Zoning
- C. Communications
- D. Social Events

Section 3. Special study committees shall be formed from the general membership and appointed by the President with approval from the Board.

Section 4. Upon the creation of a new committee, the head of such committee shall prepare a charter outlining the objectives and duties of the committee. At the beginning of each calendar year, the committee head will propose updates, if any, to such charter. The committee charters, and any updates, shall be approved by the Board.

Article 10-Meetings

Section 1. Meetings shall be held on a quarterly basis, or as often as administratively feasible. A Quorum shall be as determined in Article 6, Section 3.

Section 2. The Executive Board may call ad-hoc membership meetings, as needed. Further, special meetings may be called upon the written request of 15 members of the organization.

Section 3. Notice of any meeting shall be given out by way of a newsletter and/or other notification at least fifteen (15) days before the meeting.

Article 11-Parliamentary Authority

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern this organization and the Executive Board in all cases in which they are applicable and in which they are consistent with these Bylaws.

Article 12-Discipline and Ethics

Section 1. Charges of dishonesty, working against the principles and purposes of the organization, or other harms against members or the Association may be filed in a written statement signed by five members in good standing and sent to the Executive Board.

Section 2. The accused member shall be notified in writing of the action and shall have the privilege of being present at a special or regular meeting of the Executive Board, at which the charges will be considered.

Section 3. The member may be suspended by a two-thirds vote or expelled by a three-quarters vote of the Executive Board.

Section 4. Whenever a member of the Executive Board has a financial or personal interest in any matter coming before the Executive Board, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determines that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 13-Amendments

Section 1. The bylaws may be amended or revised by an affirmative vote of two-thirds of all the members of the Association present in person (or by proxy approved in accordance with Section 2 of Article 5) at a meeting designed for that purpose. Copies of the proposed amendments shall be provided to members (through a combination of handouts at a prior meeting, posting on the MHCK website and/ or distribution in a newsletter) at least one month prior to the meeting.

Section 2. Amendments to these Bylaws shall take effect at the close of the duly-held meeting of the Association's members at which such amendments are adopted.

Article 14-Indemnification

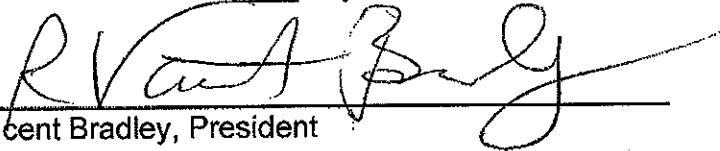
To the extent permitted by applicable law and not inconsistent with these Bylaws, the Association shall indemnify and save harmless the officers, or any delegate appointed pursuant to these Bylaws (or pursuant to any other procedure) against all expenses, liabilities and claims (including legal fees incurred to defend against such liabilities and claims) arising out of their discharge of their responsibilities with respect to the Association, except to the extent such actions are taken in bad faith or with willful misconduct. Expenses and liabilities arising due to actions taken in bad faith or with willful misconduct shall not be covered under this indemnity. If financially possible, the Association shall purchase Directors and Officers insurance to address this indemnification.

Article 15-Dissolution

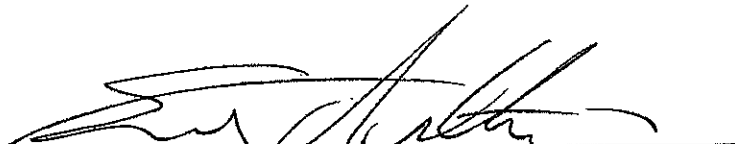
The organization may be dissolved by a two-thirds vote of the Executive Board then serving provided that notice of the proposed dissolution has been submitted to the Executive Board in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date to the Community through a special Newsletter pamphlet outlining the decision to dissolve the Association, the procedure for doing so and stating this Article 15 from the Bylaws. Unless, during such meeting in which a quorum is present, the Association passes a majority vote to sustain the Association, the Association shall dissolve as of that date.

In the event of dissolution, the Executive Board shall dispose of all of the net assets of the organization exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

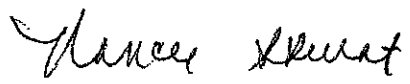
I certify that this is a true and correct copy of the By-Laws of the MCKENNEY HILLS-CARROLL KNOLLS CIVIC ASSOCIATION as amended by the Executive Board and that these By-Laws remain in full force and effect as of this 27 day of October 2011.



Vincent Bradley, President



Ewy Mathe, Secretary



Nancy Stewart, Vice President



Eric O'Neill, Treasurer