

**BYLAWS OF MCKENNEY HILLS-CARROLL KNOLLS CIVIC ASSOCIATION
SILVER SPRING, MARYLAND 20902**

Article 1- Association Name, Area, Purposes

Section 1. The name of this Association is the McKenney Hills-Carroll Knolls Civic Association. The area served by the Association is delineated on the map attached to these bylaws.

Section 2. The purposes of the Association, to be carried out in a non-partisan, non-sectarian, and non-discriminatory manner, are:

- A. To promote the public safety of all persons living within the Association area.
- B. To advance the enjoyment and sense of community of all persons living within the Association area.
- C. To provide leadership and organization on issues of mutual interest and concern.

Article 2 - Membership

Section 1. Types of membership are active, geographic, and Non-resident. Membership is held on either an individual or household basis. A person at least eighteen years of age may choose membership as an individual, and two or more residents at a single mailing address may choose membership as a household.

- A. Active Membership is a membership in the Association area that is up to date in payment of annual dues . An active membership has one vote for any issue decided by the membership, and a person in an active membership may hold office and serve on committees.
- B. Geographic Membership is a membership in the Association area that has not paid annual dues, or is not up to date in payment of annual dues. A person in a geographic membership may participate in the affairs of the Association, but may not vote, hold office, nor serve on a committee.
- C. Non-resident Membership is a membership outside the Association area conferred by the Executive Board's decision upon its decision that it is in the interest of the Association to do so and the payment of dues. A person in a non-resident membership has the same rights and benefits as a person in a geographic membership.

Section 2. Annual dues

- A. Annual dues for active membership, paid on an individual or household basis, are \$12.00. Dues are to be paid on the anniversary of a membership's first payment, except that, after a lapse of more than one year, the resumption of dues payment shall be membership's new anniversary date. Dues may be changed by a membership vote.

Article 3 - Voting

Section 1. No matter shall be presented for a vote by a membership in the absence of a quorum. Except as otherwise provided by these Bylaws, a matter presented for a vote by the membership shall be decided by a simple majority of the votes cast.

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

Section 3. A quorum is ten active memberships. If voting occurs in a manner other than at a membership meeting (as provided by Section 4 of this Article), such voting is valid only if ten active memberships exercise their vote.

Section 4. The Executive Board may, in its sole discretion, provide for voting by methods (email, online poll, mail, etc.) other than at a membership meeting. The Executive Board must also define the method of establishing a quorum for these methods.

Article 4 – Executive Board

Section 1. The Executive Board (Board) consists of the following officers: President, Vice President, Secretary, and Treasurer; and, as nonvoting members, the chairs of standing committees, other than the nominating committee. The Board conducts the regular business of the Association.

Section 2. Board Meetings. The Board shall meet at least once a year, in addition to the meeting required by Section 8 of this Article.

Section 3. Election of Officers.

A. Election of Officers shall be held at the September membership meeting. The nominating committee shall give reasonable notice to the membership of the persons it intends to nominate for office. Additional nominations for each office may be made at the September meeting by anyone with active membership status. Election shall be by secret ballot, unless a candidate is unopposed.

B. No officer shall hold more than one office at any one time, except that the President may appoint an officer to fill a vacant office until the end of the term; at no time may one person simultaneously hold the offices of President and Treasurer.

Section 4. Voting and Quorum. No matter shall be presented for a vote by the board in the absence of a quorum. A quorum is three officers. Each officer has a vote for deciding matters that come before the Board for decision, except as provide by Section 7; a person holding two offices shall have one vote. A tie vote shall be decided by the President.

Section 5. Term of Office

A. Term of Office. Officers shall be elected for a term of one year, beginning January 1.

B. Officers may not serve more than three consecutive terms. In addition, no more than two of those may be as president. An Officer that has served for three terms must step down for at least a one-year interval before running for reelection for an office.

Section 6. Removal and Resignation

A. Any officer may be removed for nonperformance of duties or conduct incompatible with Association purposes. A motion for removal may be made at any membership meeting. Prior to the meeting, the person who intends to make a motion for removal must inform the Board of such intent, and provide it a written statement of the reason therefor. At the time the motion is made, the reasons for the motion shall be read by the Secretary, or another officer, if the Secretary is the subject of the motion. The officer involved, if present, shall have an opportunity for reply. If two thirds of those voting are in favor of the motion, the officer shall be immediately removed from office. No officer whose removal is the subject of the motion shall preside during the consideration of the motion of removal.

B. An officer may resign by submitting a written resignation to the President, or, in the event the President is unavailable to receive the resignation to another officer. Resignation shall be immediate upon receipt of such written resignation.

Section 7. Conflict of Interest:

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. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 8. Transition of Administration

A. The outgoing Executive Board and the Executive Board-elect shall meet between the September election and January 1 to plan the transition for the Executive Board-elect to take office.

B. Each outgoing Board must leave in the Treasury a sum at least equal to the unpaid bills or obligations for which the administration is responsible.

Section 9. Duties of Officers

A. The President shall:

- i. Preside at all meetings of the Executive Board and general meetings of the organization, and at any special meetings;
- ii. Appoint the committee chairs immediately after installation;
- iii. Make interim appointments as needed with the approval of the Executive Board;
- iv. Sign Association checks, in the absence of the treasurer;
- v. Sign all contracts with the secretary after approval of the Executive Board;
- vi. Authorize statements on behalf of the Association on any matter in which the Association has arrived at a position or policy.
- vii. Serve as an ex-officio member of all committees except that of any nominating committee; and
- viii. 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 membership or a Board meeting, 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.

C. The Secretary shall:

- i. Record the minutes of all proceedings of the Board and membership meetings;
- ii. Sign all contracts for the organization with the President;
- iii. Present the previous meeting minutes for approval at each meeting;
- iv. Post the approved minutes, or a summary thereof, on the Association website, or by some other equivalent means; and
- v. Act as custodian of all organization records not maintained by the Treasurer, including the current Bylaws, certified by the Secretary.

D. The Treasurer shall:

- i. Receive the funds of the Association and disperse these funds when duly authorized by the Association or the Executive Committee;
- ii. Make a quarterly financial report to the membership and 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;
- iii. Collect membership dues and maintain a current and accurate roll of members;
- iv. Keep restricted funds of the organization in separate accounts;
- v. File the appropriate required forms to maintain the Association's tax status with the Internal Revenue Service, if applicable, and
- vi. Sign Association checks.

Section 10. Committees

A. Standing committees.

- i. A Nominating Committee of three persons with active memberships, other than officers, shall be elected by the membership at the September meeting of the calendar year. It shall be the duty of this Committee to nominate one candidate for each office at the next September meeting.
- ii. Other standing committees shall be established by the elected members of the Board to cover specific areas of interest to the community. The President, with the concurrence of the other officers, shall appoint a chair of each standing committee concurrently with the establishment of the committee.

B. Select committees. Select committees may be established by the President, with the concurrence of elected members of the board, to serve specific purposes. Such committees shall disband upon completion of its purpose, unless the elected members of the board dissolve it before that time.

C. Charter. At the time a committee is established, the elected members of the Board shall issue a written charter stating the objectives and duties of the committee. At the beginning of each calendar year, the committee chair will propose updates, if any, to such charter. The committee charters, and any updates, shall be approved by the Board.

Article 5 – Membership Meetings

Section 1. The Executive Board shall schedule at least two membership meetings a year, in addition to the September meeting.

Section 2. A special meeting shall be called upon by a written request to the Board by 15 active memberships of the organization.

Section 3. Notice of any meeting shall be given by a newsletter or other reasonable notification at least fifteen days before the meeting.

Article 6 - 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 7 –Changes to Bylaws

Section 1. Changes to these bylaws may be approved by an affirmative vote of two-thirds of the active memberships of the Association present at a meeting designed for that purpose. The proposed change to the bylaws shall be provided to the membership through posting on the Association's website, distribution in a newsletter, or other reasonable means at least one month prior to the meeting.

Section 2. Changes to these bylaws shall take effect at the close of the meeting at which such amendments are approved.

Article 8 – Dissolution

Section 1. The Association may be dissolved only after the following steps have occurred: a three-fourths vote of the officers to propose dissolution of the Association; at least thirty days notice in the Association newsletter to the membership of the proposed dissolution and the reason therefor; a membership meeting to vote on the proposed dissolution; and a favorable vote to dissolve the Association by a majority of those voting at a membership meeting.

Section 2. In the event of dissolution, the 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.

APPROVED: By Vote of Membership Meeting, March 28, 2017.