

PRESENTATION TO MEMBERSHIP 6/11/04
ADOPTED 10/20/04

NORBECK MEADOWS CIVIC ASSOCIATION, INC.
BYLAWS

Article I – NAME

The name of the corporation is the Norbeck Meadows Civic Association, Inc., a non-stock not-for-profit corporation.

Article II –PURPOSE

The purpose of the organization is the promotion of the social, cultural, recreational, and civic welfare of the residents of the Norbeck Meadows community in Montgomery County, Maryland, defined as those households within the geographic area bounded by Cashell Road, the Norbeck Country Club, Northwest Branch of Rock Creek Park, and Emory Lane.

Article III – MEMBERSHIP

Section 1. Membership in the Association shall be open to family units residing within the Norbeck Meadows community. A family unit consists of all persons permanently residing in the same household within Norbeck Meadows who are a) owners or rental occupants or b) who are related to or are legally and/or financially dependent upon the owner(s) or rental occupant(s).

Section 2. Annual membership dues shall be set each year by the Executive Board and shall be paid to the Association as a condition of membership in good standing. New members may join the Association at any time during the year. The amount established as membership dues for the year may be pro-rated for those moving into the Norbeck Meadows community after the start of the Association's fiscal year. Dues may not be pro-rated for family units moving from Norbeck Meadows or for family units that pay their dues late.

Section 3. Members in good standing of the Association shall be entitled to vote (one vote per family unit) at Association meetings and to participate in Association events. Adult members in good standing are entitled to hold office.

Article IV –MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Corporation (Association) shall be held in June of each year at a time and place to be designated by the Executive Board. At such meeting the members shall elect the officers of the Corporation for the coming fiscal year

the meeting, including the names of nominees for office submitted by the Nominating Committee, shall be provided to members at least 10 calendar days prior to the meeting.

Section 2. Additional general membership meetings, held not more often than quarterly, may be called in the discretion of the Executive Board, at times and places to be designated by the Executive Board. Written notice of such meetings shall be provided to members at least 10 calendar days prior to the meeting.

Section 3. Special meetings of the Corporation may be called at any reasonable time by the Executive Board. A special meeting shall be called by the Executive Board upon the request in writing of not less than 15 per cent of the membership. Written notice of a special meeting, including the time and place of the meeting and the business to be transacted at the meeting, must be provided to members at least 5 days in advance of the meeting. No business other than that identified in the notice may be transacted at a special meeting.

Section 4. Ten per cent of the family units of the Corporation shall constitute a quorum for the transaction of business at all meetings of the Corporation except as hereinafter provided in this section. If it is determined that a quorum is not present, the meeting shall be adjourned to a date not less than 15 calendar days nor more than 60 calendar days thereafter. The members present at such later meeting shall constitute a quorum for that meeting. The same notice as was required for the original meeting shall be furnished to members for the later meeting. When determining the presence or absence of a quorum, family units represented both in person and by proxy pursuant to section 5 of this Article shall be counted.

Section 5. At all meetings of the Corporation, voting shall be by a designated member of a family unit present or by proxy from a member in good standing. To be represented by proxy, a member must sign a statement designating another member in good standing as his/her proxy authorized to vote on his/her behalf on a particular matter or in general. This written statement must be presented to the Secretary prior to the taking of a vote on a matter with respect to which the proxy is sought to be exercised. The Secretary will advise the meeting Chair of the eligibility of the designated proxy.

Section 6. At all meetings of the Corporation the presiding officer shall follow Robert's Rules of Order. Except as otherwise provided in these Bylaws or in Robert's Rules of Order, the vote of a majority of members present or represented by proxy shall be controlling on all items of business brought before the Corporation.

Article V — *EXECUTIVE BOARD*

Section 1. The affairs of the Corporation shall be managed by and be under the general direction and control of an Executive Board consisting of six elected officers and the immediate past president unless he/she shall have been removed from office as provided in Article VI, Section 5, all of whom shall be members of the Corporation at the time of their election and during their term of office as a member of the Executive Board.

The members of the Executive Board shall receive no remuneration for their services and shall not otherwise be gainfully employed by the Corporation.

Section 2. The Executive Board shall have the authority and duty to:

- a. incur obligations on behalf of the Corporation and authorize payments to satisfy such obligations, provided that such obligations i) are reflected in the annual approved budget or ii) individually do not exceed \$300 and in total are within the amount budgeted for miscellaneous expenditures;
- b. approve and authorize an annual budget to be submitted to the membership for approval;
- c. authorize the establishment of a petty cash fund for individual expenditures not exceeding \$100.
- d. retain legal counsel and/or other experts when authorized to do so by a vote of the membership;
- e. set the amount of annual membership dues;
- f. raise additional funds for the Corporation when necessary through donations from members and others, through fund-raising events, and through loans, at reasonable rates of interest, from members and from established financial institutions;
- g. establish reasonable rules for participation in Association events;
- h. designate the depository and conditions of deposit for Corporate funds;
- i. fix the amount and character of, and approve, any surety bonds required of persons having control or custody of corporate funds;
- j. elect and remove from office any officer pursuant to Article VI of these Bylaws;
- k. employ, fix the compensation of, and prescribe the duties of such employees as may from time to time be necessary;
- l. authorize and supervise investments of the corporation;
- m. call annual, periodic general membership, and special meetings of the members of the Corporation;
- n. provide for the periodic audit of the Corporation's books and records;

- o. establish and appoint committees as necessary and define their duties and responsibilities;
- p. periodically publish an Association newsletter to be distributed free of charge to members and, at the discretion of the Board, to non-member residents of Norbeck Meadows. The Board may authorize the solicitation of advertisements to defray the cost of publishing the newsletter, and may establish advertising rates for members and non-members. The Board in its discretion may authorize the electronic publication and distribution of the newsletter.

Section 3. The Executive Board shall meet periodically as it determines is necessary. A majority of the Board shall be considered a quorum for the transaction of business. The Board, in its discretion, may allow some or all committee chairs and appointed officials of the Association to participate (without voting privileges) in Board meetings.

Section 4. Each person who acts as an Executive Board member shall be indemnified by the Corporation against expense actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is made a part by reason of being or having been a Board member, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duties.

Article VI – OFFICERS

Section 1. The Officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer. Officers elected at the annual general membership meeting in June shall take office on September 1 and, unless sooner removed as herein provided, hold office for a term of one year or until the election of a qualified successor. Officers elected by the Executive Board pursuant to section 3 of this Article shall take office immediately upon election and, unless sooner removed as herein provided, hold office for the remainder of the vacated term or until the election of a qualified successor.

Section 2. Election of officers shall take place at the annual general membership meeting in June. Nominees shall consist of those individuals—

- a. nominated by the Nominating Committee and identified as such in the notice of the general membership meeting provided to the membership; and

- b. nominated by petition signed by at least 15 members in good standing and delivered to the Secretary at least five days prior to the meeting, provided that the petition is accompanied by a written statement from the nominee affirming that the nominee, if elected, will serve.

No nominations will be accepted from the floor.

Section 3. When any officer is temporarily absent, disqualified, or otherwise unable to perform the duties of the office, the Executive Board may designate another member of the Corporation to act in the capacity of said officer during the period of absence, disqualification or disability.

Section 4. Whenever there is a vacancy in any office, the Executive Board, by affirmative vote of the majority thereof, may elect an individual to fill the vacancy.

Section 5. An officer of the Corporation may be removed from office by affirmative vote of two-thirds of the family units present at a special meeting held for that purpose, but only after the officer has been given a reasonable opportunity to be heard both prior to and at the meeting. An officer who fails to attend three consecutive Executive Board meetings and whose absence is not excused by the Executive Board, or who fails to perform the duties of the office, may be removed from office by a majority vote of the Executive Board, provided that the officer is notified in writing of the proposed removal action at least five days prior to the Board meeting at which such action is to occur and is given an opportunity to be heard at that meeting.

Section 6. The duties of the officers shall be as follows:

A. President

1. Serve as chief executive officer of the Corporation and preside at all meetings of the Corporation;
2. Direct and supervise employees, agents, and contractors of the Corporation. This authority may be delegated.
3. Appoint a parliamentarian, who shall be an unpaid volunteer familiar with Robert's Rules of Order and who shall attend meetings of the Corporation and advise the President and the Executive Board on the rules of parliamentary procedure.
4. Co-sign checks of the Corporation.

B. First Vice-President

1. Exercise the powers, authority and duty of the President during the absence or disability of the latter;
2. Oversee all matters involving land use, land planning, zoning, and transportation and all legislative matters at the county, state and federal levels, and serve as a delegate to the Greater Olney Civic Association;
3. Perform such other duties as may be determined by the Executive

Board.

C. Second Vice-President

1. Exercise the powers, authority and duty of the President during the absence or disability of both the President and the First Vice-President;
2. Oversee all matters involving Association social and community activities;
3. Perform such other duties as may be determined by the Executive Board.

D. Third Vice-President

1. Exercise the powers, authority and duty of the President during the absence or disability of the President, the First Vice-President, and the Second Vice-President;
2. Oversee all matters involving Association communication with the Norbeck Meadows community, including publication and distribution of the periodic newsletter, posting of meeting and other signs, and web site maintenance;
3. Perform such other duties as may be determined by the Executive Board.

E. Secretary

1. Prepare and keep the minutes of all meetings of the Executive Board and all general membership and special meetings of the Corporation;
2. Maintain a current membership list and ensure that those permitted to vote at general membership and special meetings of the Corporation, and those nominated for officer positions of the Corporation, are members in good standing;
3. Sign, along with the President or Vice-President, in the name of the Corporation, all contracts and other legal documents requiring such signature;
4. Maintain the records of the Corporation not within the purview of the Treasurer.
5. Perform such other duties as may be determined by the Executive

Board.

F. Treasurer

1. Have custody of all funds, securities, valuable papers, financial records, and other assets of the Corporation, subject to such limitation and control as may be imposed by the Executive Board;
2. Sign or cosign all checks or other orders for the disbursement of the Corporation's funds and collect the Corporation's revenue.
3. Provide and maintain full and complete records of all the assets and liabilities of the Corporation;
4. At meetings of the Executive Board and of the Corporation, provide to the Executive Board and to members, respectively, a report of the financial condition of the Corporation, including receipts and expenditures of the Corporation since the previous report;
5. Prepare an annual budget for approval by the Executive Board and the general membership;
6. Prepare such financial reports and tax returns as are required by law;
7. Be bonded in such amount as the Executive Board may require, with the Corporation to pay the premium for such bond;
8. Provide accounts for periodic audit as directed by the Executive Board;
9. Act as liaison between the Executive Board and the Membership Committee;
10. Perform such other duties as may be determined by the Executive Board.

In addition to the specific enumerated duties set forth above, an officer shall perform such other duties as customarily pertain to the office.

Article VII—*COMMITTEES*

Section 1. There shall be a Nominating Committee appointed by the President. The Nominating Committee shall develop a list of qualified nominees for the various officer positions and have the list published as part of the notice of the June general membership meeting.

Section 2. The Executive Board may appoint such other committees as deemed appropriate to assist in conducting the affairs of the Corporation.

Article VIII--FINANCES

Section 1. All disbursements of the Corporation, except for disbursements from the petty cash fund, shall be by check;

Section 2. All funds of the Corporation shall be deposited within a reasonable time of their receipt in an institution the deposits of which are federally insured;

Section 3. All checks of the Corporation shall bear the signature of the President and the Treasurer, provided that in the absence of either the President or Treasurer a Vice-President may sign in place of the missing officer.

Article IX—AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed at any regular general membership meeting or at any special meeting called for that purpose. The proposed amendment must be in writing. Said amendment shall be considered and voted upon at the next regular general membership meeting.

Section 2. As an alternative to the procedure established in Section 1, amendments to these Bylaws may be proposed by any member in writing at a meeting of the Executive Board. If a majority of the Board approves the proposed amendment, the Board, within thirty days thereafter, shall deliver a copy of the proposed amendment to each member of the Corporation along with a printed ballot on which members can vote for or against the proposed amendment and a notice that the ballots must be returned to the Secretary within 14 days. If a majority of the Board does not approve the proposed amendment, the Board shall advise the member who proposed the amendment to propose it at the next general membership meeting pursuant to Section 1 of this Article.

Section 3. Any amendment to these Bylaws shall be adopted only upon the affirmative vote of two-thirds of the members voting.

Article X—GENERAL CONSIDERATIONS; NOTICE

Section 1. All books of account, minutes of meetings, committee reports and other records of the Corporation shall be available to members of the Corporation at reasonable times and upon written request made to the [s] Secretary or Treasurer.

Section 2. Any written notice requirements imposed by these Bylaws may be satisfied through electronic means with respect to those members equipped to receive electronic transmissions. A member may waive any notice requirement of these Bylaws.