

Constitution and By-laws

CONSTITUTION AND BY-LAWS for
KEMP MILL CIVIC ASSOCIATION
revised March XX 2018

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ARTICLE 1 – Preamble

SECTION 1 – We the residents of the community known as Kemp Mill, Silver Spring, Maryland, do hereby organize a non-profit citizen’s association to: PROMOTE THE GENERAL WELFARE AND COMMUNITY INTERESTS OF THE RESIDENTS OF THE COMMUNITY.

SECTION 2 – The name of this organization, hereinafter called the Association, will be the Kemp Mill Civic Association.

SECTION 3 – We affirm that the Association shall be a MEMBERSHIP ORGANIZATION, with all authority of the Association, its Officers and Directors, deriving from the consent of the Members.

SECTION 4 – The geographic area of the community of Kemp Mill, Silver Spring, Maryland is defined on the attached [map](#).

ARTICLE 2 – Definitions

Agenda- Is the list of items to be discussed at the regularly scheduled meeting or at a Special Meeting. The Agenda shall include items voted on by the Board of Directors, with the full text as an addendum, other topics as determined by the Board of Directors, and a place for New

Business. The Agenda for a Special Meeting shall only pertain to matters that necessitated the calling of the Special Meeting.

Association – The Kemp Mill Civic Association.

Board of Directors- Previously called the Executive Committee, the Board of Directors will be composed of the four (4) Officers of the Association plus five Directors. The Board of Directors will act for the Association at all times between official meetings and shall be responsible to the Association for carrying out the functions and policies of the Association as directed by the Households.

Communication of Meetings- Households will deemed to have been notified of regularly scheduled or Special Meetings provided that two or more of the following means of Communications have occurred: (1) sign placed in a prominent place at least seven (7) days prior to the meeting; (2) notice placed in a prominent place on the Kemp Mill Civic Association webpage at least seven (7) days prior to the meeting; (3) voice or text to Households at least seven (7) days prior to the meeting; or (4) regular mail delivery to a Household provided that the mail is postmarked nine (9) days prior to the meeting.

Election Meeting- Elections shall take place during the second regularly scheduled meeting as detailed in Article 6, Section 2.

Household– Any tax-registered residential property located within the area defined in Article 1, Section 4 occupied by a Member who has paid dues during the previous 12 months. For purposes of any votes, a Household may only be represented by a single Member.

Member – Any resident 18 years or older of any Household. For purposes of these Bylaws, a Member may not be considered a resident of more than one Household.

New Business – At the end of any regularly scheduled meeting, a Member may request discussion of a topic not on the Agenda. If the New Business requires a vote of the Households or action by the Board of Directors, then the Member offering the New Business may move to have the topic considered by the Board of Directors or added to the Agenda of the next regularly scheduled meeting with approval of the Members.

Quorum- For a regular or Special Meeting, a quorum of the Association shall consist of Members representing twenty (20) Households or fifteen percent (15%) of the total number of Households, whichever is less.

Special Meetings- Per Article 5, Section 2, meetings may be called to discuss matters that cannot wait for a regularly scheduled meeting or to remove a member of the Board of Directors. Only matters that pertain to the Special Meeting may be considered at the meeting and the Special Meeting may not take the place of a regular meeting.

Other capitalized terms appearing herein are defined elsewhere in these Bylaws.

ARTICLE 3 – Membership

SECTION 1 – Each Household will be entitled to ONE vote on all matters coming before meetings of the Association, regardless of the number of Members in that Household.

SECTION 1.1 –A Member must be physically present at the meeting to vote.

SECTION 1.2 – In the event of a dispute where multiple Members of a Household are present and more than one demands to vote, none of them will be allowed to vote.

SECTION 1.3 – Any number of Members of each Household may stand for election, be appointed to committees, or serve in other capacities. If more than one Member of the same Household is elected to the Board of Directors or appointed to another committee, each Member will have a single vote on matters before that committee.

SECTION 2 – The Secretary shall maintain the list of Households and the associated map. The lists may not be posted on-line and only the Secretary may disseminate the list for official purposes.

SECTION 2.1 – The Secretary shall make available to any Member, upon request, the then-current, official list of Households (but only by name of Member and street address), provided that such list is requested and used only in connection with the purposes set forth in Section 2 of Article 5 or Section 7 of Article 6 of these Bylaws. The Member requesting such list shall sign an agreement, the form of which is to be determined by the Board of Directors, that obligates that Member to comply with the restrictions set forth in this Section.

SECTION 2.2 –The Board of Directors of the Association, and committee chairs, may use the official list of Households in connection with their official duties.

ARTICLE 4 – Financing

SECTION 1 – The Board of Directors shall recommend the membership fee structure, which shall be approved by the Households during the fourth regular meeting of the year. Such fee may

be paid at any time and, except where expressly noted in these Bylaws, shall be effective immediately upon payment.

SECTION 2 –All Association expenditures shall adhere to the annual budget as approved by the Members. The Treasurer shall maintain an accounting of all income and expenditures against the line items in the approved budget.

SECTION 3 – All expenditures for the Association shall be paid by check signed by the Treasurer with the consent of the President or, in the event of the President’s unavailability, the Vice President. In the event that the Treasurer is unavailable, then the check will be signed by either the President or Vice President with the consent of the other. Checks require only one signature to be valid.

ARTICLE 5 – Meetings of the Association

SECTION 1 – There shall be at least four (4) regularly scheduled meetings of the Association each year, which shall be held at least once a quarter. Notice of each regular meeting will be given to Members by the Communications of Meetings.

SECTION 1.1 – In the event of unforeseen situations such as inclement weather, a regularly scheduled meeting may be moved to the subsequent quarter. In this case, there would be two meetings in a quarter.

SECTION 2 – Special Meetings may be called by the President whenever he or she deems it necessary. It will also be his or her duty to call a Special Meeting upon (1) a majority vote of the Board of Directors; or (2) the written request of fifty (50) Households or 20 percent of the total Households, whichever is less. Due notice of any Special Meeting will consist of the Communications of Meetings and the Special Meeting must occur within 30 days of the majority vote by the Board of Directors or the written request from the appropriate number of Households. Only that business as is specified in the notice of the Special Meeting may be entertained and acted upon at that meeting.

SECTION 3 –At each meeting the President or designee will take appropriate measures to determine if a Quorum is present.

SECTION 4 The President shall, with the approval of the Board of Directors, set the Agenda for each regularly scheduled meeting and shall publicize that Agenda according to the Communications of Meetings.

SECTION 5 – The conduct of all meetings of the Association shall be governed first by these Bylaws and, second, by the then-most recent, published edition of Robert’s Rules of Order.

SECTION 6 – Minutes of each official meeting of the Association shall be posted on the Association’s website within two weeks and made available to Members at the subsequent official meeting.

ARTICLE 6 – Officers and Directors

SECTION 1 – The Officers of the Association will be: a President, a Vice President, a Secretary, and a Treasurer: all of whom must be Members during their tenure. They will serve a term of two years. Election for President and Secretary will be held in odd-numbered years and elections for Vice President and Treasurer will be held in even-numbered years.

SECTION 1.1 There will also be five (5) Directors of the Association. Each Director is to be elected for a two-year term. Two Directors shall be elected in odd-numbered years and three elected in even-numbered years. Each Director must be a Member during his or her entire tenure.

SECTION 2 – At the first regularly scheduled meeting of each year, the Secretary in even numbered years and the Treasurer in odd-numbered years will appoint a Nominating Committee of at least three Members with the approval of the Board of Directors. The duty of the Nominating Committee shall be to present to the Association, at the second regularly scheduled meeting, hereinafter referred to as the Election Meeting, a list of all Members who have been nominated in writing to be Officers or Directors for positions that are due to expire that year. Such nominations must be made by at least two (2) Members, and the nominees must have indicated in writing their willingness to serve if elected. Nominations shall be received by the Nominating Committee up to and including the 10th day prior to the Election Meeting.

SECTION 2.1 – Members are encouraged to forward names, including their own, to the Nominating Committee for consideration.

SECTION 3 – The list of nominees to be presented to the Association at the Election Meeting will be published and circulated to the Association in accordance with the Communications of Meetings. Additional nominations may be made from the floor at the Election Meeting. Each new nomination must be made by at least two (2) Members and the nominee must indicate a willingness to serve if elected. In the event no nominations are received in writing or from the floor for a vacancy, no write-in candidates will be allowed and the vacancy will be filled, after the end of the meeting, in accordance with Section 7 of this Article.

SECTION 4– For purposes of the election meeting, the Secretary in even numbered years and the Treasurer in odd-numbered years will appoint a Committee of Tellers to supervise the election and count the ballots.

SECTION 4.1– When voting for officers, a simple majority of all votes cast for each office will be necessary for election. In the event no candidate for any one office receives a majority of votes cast for that office, a run-off election will be held during the Election Meeting between the two (2) top vote-getters for that office. In the event of a tie, a coin toss by a member of the Committee of Tellers will determine the winner.

SECTION 4.2– When voting for Directors, each Household may vote for as many candidates on the ballot as there are open Director positions. Positions will be filled starting with the candidate receiving the most votes and continuing until all vacant positions are filled. Where vacancies are for different-length terms, the longest terms will be filled by the highest vote-getters, in descending order.

SECTION 5 – Newly elected officers and directors will be deemed to have taken their position upon the closing of that regularly scheduled meeting or Special Meeting. Former officers will turn over all records, files, Member rolls, bank and budget documents to the newly elected officers within two weeks. In accordance with Article 6, Sections 9 and 9.1, the President or Vice President, and the Treasurer must assume signing authority for the bank account.

SECTION 6 – Duties of the Officers:

SECTION 6.1 The President shall preside at all meetings and appoint committee chairs except for the Nominating Committee and Committee of Tellers, be a member ex-officio of all committees except for the Nominating Committee and Committee of Tellers, and shall represent the Association in all external communications.

SECTION 6.2 The Vice President will stand ready at all times to assist the President and will serve as a member ex-officio of all committees except for the Nominating Committee and Committee of Tellers. The Vice President will not have voting rights at committee meetings. In the event of the absence of the President, the Vice President shall perform the duties of President with full powers. The Vice President shall succeed to the office of President in the event that office becomes permanently vacant until the next regularly scheduled meeting pursuant to Section 7 of this Article.

SECTION 6.3 The Secretary shall keep a record of the proceedings of the Association, file and preserve all written communications and reports of the Association, and maintain a current roll of all officers and directors. The Secretary shall be responsible for the approval and dissemination of meeting minutes. Upon expiration of his or her tenure in office, the Secretary will deliver to his or her successor all such files and records of the Association and take all steps necessary to ensure an orderly transition.

SECTION 6.4 The Treasurer shall maintain an account at a local bank in the name of the Association for deposit of all dues and other monies. Such local bank will be designated by the Board of Directors and will be a financial institution insured by an agency of the United States Government. The Treasurer will maintain current records of all Association, dues, other revenues and disbursements and will provide an annual financial report to the Association promptly upon the close of each calendar year. Upon expiration of his or her tenure in office the Treasurer will deliver to his or her successors an accounting and all records, receipts and statements concerning monies of the Association and the Association bank account and take all steps necessary to ensure an orderly transition.

SECTION 7- Vacancies in any Board of Directors position, except for President, may be filled temporarily by an election by majority vote of the members of the Board of Directors. Replacements will be elected to serve only until the vacancy is filled through election by the Association as set forth below.

SECTION 7.1- Vacancies for any Board of Directors position, except for President, occurring more than seven (7) days before the regularly scheduled meeting will be filled by vote of the Association at the first regularly scheduled meeting. At the first regularly scheduled meeting, Members may nominate any Member, including themselves to serve the remaining term of the original office-holder.

SECTION 7.2- In the event of a vacancy by the President, the Vice President shall assume the duties of the President for the remainder of the term. The position of Vice President shall be deemed to be vacant and filled according to Article 6, Section 7.1 or Section 7.2.

SECTION 8- Any member of the Board of Directors may be removed from office at a Special Meeting called for such a purpose or by submission of a petition as described in Article 6 Section 8.2.

SECTION 8.1- A member of the Board of Directors may be removed from office by a two-thirds vote of Households voting at the Special Meeting called for such a purpose.

SECTION 8.2- A member of the Board of Directors may be removed from office upon submission of a petition containing signatures of Members from a majority of the total Households of the Association. Only one Member from each Household may sign the petition. Any such petition must be presented at a regularly scheduled meeting of the Association. Such petition shall be granted privileged status on any meeting agenda and shall be dealt with before any other business. For purposes of this provision only, each signatory on the petition must have been a Member of a Household as of the date of the most recent, prior regularly scheduled meeting of the Association, and must be a Member as of the current meeting.

SECTION 8.3- Vacancies occurring due to removal from office shall be filled in the manner specified in Section 7 above.

SECTION 9- As a condition for serving as Treasurer, the Treasurer must be able to obtain and maintain signing authority on the Association account. In the event that the Treasurer cannot obtain or maintain signing authority, the position will be vacated and new elections shall be held in accordance with Article 6, Section 7.

SECTION 9.1- Either the President or Vice President must be able to obtain and maintain signing authority on the Association account so that the affairs of the Association can be conducted in the event of the absence or unavailability of the Treasurer. If neither party is able to obtain or maintain signing authority, then both positions will be vacated and new elections shall be held in accordance with Article 6, Section 2-Section 4. Until new elections to fill both positions for the remainder of their regularly scheduled terms, the Secretary shall assume the temporary responsibilities of the President.

SECTION 10- Members of the Board of Directors, Committee Chairs, and committee members shall receive no compensation for their work on behalf of the Association other than the reimbursement, with receipt, of reasonable expenses.

ARTICLE 7 – Committees

SECTION 1 – The President may create such committees he or she finds necessary to conduct the business of or promote the welfare of the Association and shall determine their term and purpose. The President will appoint the chairpersons of all committees, except those explicitly excluded in Article 7 Section 2 and Article 6 Section 6.1. Chairpersons shall appoint members of their respective committees. Minutes of all committee meetings shall be submitted to the President and the Secretary, distributed to all committee members, posted on the Association website, and made available to Members upon request.

SECTION 2 – The Budget Committee shall be a standing committee with the Treasurer as the chair. The Budget Committee shall consider the financial resources and obligations of the Association, establish a budget, and make recommendations on financial and policy matters to the Board of Directors and the Association.

ARTICLE 8 – Board of Directors

SECTION 1 –A quorum of the Board of Directors shall consist of at least five (5) voting members. If there are less than five (5) members on the Board of Directors, than all members are necessary for a quorum. Wherever these Bylaws expressly require a majority of the Board of Directors to take or approve any action, “majority” shall be deemed to require a majority of all

voting, non-vacant positions. Motions may be proposed and voted on by e-mail. Minutes of all Board of Directors meetings shall be posted on the Association website.

SECTION 2 – The President shall hold at a Board of Directors meeting prior to each regularly scheduled meeting. Per Article 5, Section 4, the meeting prior to the regularly scheduled meeting will be for the purpose of establishing the Agenda and for transacting any other business as deemed necessary by the Board of Directors.

SECTION 2.1 - Within two weeks of a regularly scheduled meeting or a Special Meeting, the Board of Directors will approve the dissemination of the minutes. Email approval of the dissemination of the minutes by a majority of the Board of Directors is sufficient.

SECTION 3 – In the absence of the President calling for the Board of Directors meetings, a quorum of the Board of Directors may call for and set the meeting. The Board of Directors members attending the meeting will appoint a chair to conduct the meeting.

SECTION 4 – The Board of Directors may meet in person or electronically. The Secretary shall maintain the minutes of the Board of Directors meeting. Board of Directors meetings are not open to Members though Members are encouraged to raise issues with the Officers and Directors for consideration during the meetings.

SECTION 5 – The Board of Directors is authorized to: (1) implement policy previously approved by the Association; (2) carry out the administration of the Association; and (3) act upon recommendations made by the Board of Directors or standing or select committees. Any new policy implementation or Association expense that does not fall within a previously approved line item, shall not be effective until the full text is attached to the Agenda, included in the Communication of Meetings, and approved by the Members at a regularly scheduled meeting.

ARTICLE 9 – Amendments

SECTION 1 – Proposals for amendments to these Bylaws shall be signed by Members representing at least ten (10) Households and shall be submitted in writing to the President. The President shall cause the proposed amendments to be included in the Communication of Meeting. Thereafter the proposed amendments will be read and voted upon at the next official meeting of the Association. Proposed amendments will take effect immediately upon approval by a two-thirds majority of the Households voting.

ARTICLE 10 – Adoption

SECTION 1- Upon adoption by two-thirds majority of the Members voting at an official meeting of the Association, these Bylaws shall take effect immediately and all prior Constitutions and Bylaws of the Association shall be repealed.

ARTICLE 11 – Dissolution of Association

SECTION 1- Upon adoption by two-thirds majority of the Members voting at two consecutive official meetings of the Association, the Association may be dissolved. The Secretary and Treasurer shall be responsible for archiving all official records and arranging for storage as determined by the Board of Directors. As recommended by the Board of Directors, any remaining funds shall be dispersed to non-profits that support the local community.