

December, 2010

Constitution and Bylaws of the Randolph Civic Association, Inc.

Article I. General

Section 1. This organization shall be known as the Randolph Civic Association, Inc., and its territorial boundaries shall be the triangular area enclosed on the west by the railroad track, on the east by the Rock Creek Park, and on the north by Nicholson Lane and the Montrose Parkway right-of-way, such territory to include all land, residences, businesses, and developments therein.

Section 2. The Association will be a nonpartisan and nonsectarian organization.

Section 3. The object of the Association will be to stimulate interest in all community problems and improvements, and to endeavor to acquire all improvements that will better the general welfare of the community.

Section 4. The Association will endeavor to protect the community against any attempt to lessen the value of property within its borders, to endeavor to enhance all educational facilities, and to provide a safe and healthy environment.

Section 5. The Association will be kept informed on all improvements in like communities as a barometer of what shall be needed to keep the community on a par with others, and to make it a better place in which to live.

Section 6. The Association shall have full power and authority to receive by gift, devise, purchase, or otherwise, monies and properties, real and personal; and to lease, own and hold real estate and personal property; and to encumber, sell and exchange the same; and to invest and reinvest the funds of the Corporation; and to do and perform any and all acts not inconsistent with the said purposes and objects under the laws of the State of Maryland and the United States.

Section 7. The President is the usual official spokesperson for the organization. No member may speak or issue statements on behalf of the Association unless granted prior approval by the Executive Committee.

- a. Official positions of the Association can be adopted by a majority vote at a general membership meeting.
- b. The Executive Committee may also vote to adopt a position between general membership meetings, but this position must be brought for a vote at the next general membership meeting or be abandoned.
- c. The Executive Committee may delegate prior approval to speak for the Association to members appointed to represent the organization as delegates or other representatives.

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Section 8. This Constitution and Bylaws may be amended or altered only by proper resolution in writing, at a regular meeting of the Association; provided, such proposed resolution shall have been approved by the Executive Committee and published in the ECHO or via the internet prior to such regular meeting. An affirmative vote of 2/3 of the members present shall be required to approve the resolution.

Article II. Membership

Section 1. All adult residents, 18 years or older and residing in or owning single family residences within the aforementioned areas, are eligible for membership in the Association.

Section 2. Dues shall be payable in advance on a household basis, in an amount set by the vote of a majority of the members at a General meeting.

Section 3. Dues are payable at the beginning of the membership year. The membership year will run from September through August. New or renewing members will pay the full year's dues, regardless of the date of their application.

Section 4. Voting members will be adult members of a household which has paid its membership dues, but no household may have more than two votes.

Article III. Officers and Directors of the Organization

Section 1. There shall be three Directors of the Association as required by the Articles of Incorporation of the Association and shall be members of the Executive Committee.

- a. The term of office of each Director shall be three years,
- b. One Director shall be elected each year for a term of three years.
- c. The Directors shall perform the duties normally performed by the Directors of similar associations.
- d. The Directors shall be, if possible, past Officers of the Association and shall be thereby share the responsibility for advising the Association on all civic matters that their combined, collective, past efforts and experience have indicated should be brought to bear on present and future concerns of the community.
- e. The Directors shall be responsible for the custody of all physical properties of the Association and shall pass on all requests for use of these properties by community organizations or individuals, as they see fit.

Section 2. The Officers of the Association shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

- a. Officers shall be elected for a term of one year, except for the Treasurer. The Treasurer shall be elected to a term of 3 years to maintain fiscal oversight and continuity.
- b. No one shall serve more than two consecutive terms in the same office.

Section 3. Should an emergency arise which would preclude timely action by the Association, or by the Executive Committee acting on behalf of the Association, the Executive Committee can act upon the matter. Such action shall be presented for approval at the next General or Executive Committee

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meeting and proper notice shall be given of any changes to the Committee position subsequently adopted.

Section 4. Records of the President, Treasurer, Directors and other elected officials or committees need not be retained longer than five years, except in the case of documents or records that may have historical value that remain necessary to the operation of the Association.

ARTICLE IV. Duties of Officers

Section 1. The President shall:

- a. be the Chief Executive Officer of the Association.
- b. preside at all general and Executive Committee meetings.
- c. cast a deciding vote on any question in the case of a tie vote.
- d. take all necessary measures for maintaining order and efficiency in the management of affairs of the Association.
- e. perform all duties usually performed by a President of similar organizations.
- f. appoint Committee Chairs with the advice and consent of the Executive Committee.

Section 2. If the President is absent or unable to act, all presidential duties shall devolve to the First Vice-President.

Section 3. During the absence of the President, and where the First Vice-President is acting President, the Second Vice-President shall assume all duties of the First Vice-President.

Section 4. The Secretary:

- a. shall keep a correct record of the proceedings of the Association and ensure the meeting minutes are publically published (e.g., Echo, website).
- b. will amend the record of proceedings as necessary.
- c. will maintain a current copy of the Constitution and By-Laws, as amended, and ensure that it posted on the Association website.
- d. shall perform all duties usually performed by a Secretary of similar organizations.

Section 4. The Treasurer:

- a. shall be custodian of all monies or funds belonging to the Association, and shall deposit same in a safe depository in Montgomery County; shall draw monies or funds, by check, as authorized by the Association;
- b. shall be the Resident Agent of the Association, as prescribed in the Articles of Incorporation, and shall file any required corporate reports;
- c. shall give bond as required, such cost of bond being borne by the Association

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- d. will perform all duties usually performed by a Treasurer of similar organizations
- e. shall periodically prepare an income statement disclosing total receipts and expenditures by major categories. Such statement will be presented to the Executive Committee and published in the ECHO or via the Internet.
- f. At the expiration of his/her term of office, he/she shall turn over all monies, funds, books, and documents belonging to the Association
- g. shall serve as a member of the Ways and Means Committee
- h. Section 6. In any case where there is a vacancy in office, caused by death, resignation or other causes, that office will be filled by the next Officer in line, acting until the vacancy is filled by election for the unexpired term. This election will be held at the next regular meeting following notification of the vacancy. If the vacant office is that of Treasurer, the Second Vice-President shall act as Treasurer.

ARTICLE V. Committees of the Association

Section 1. The Standing Committees shall be the:

- 1. Executive
- 2. Ways and Means
- 3. Education
- 4. Environment and Services
- 5. Public Safety
- 6. Membership and Welcome
- 7. External Affairs
- 8. Communications

Section 2. Special and Ad Hoc Committees

- a. The President may create and appoint the chair and members of Special or Ad Hoc committees as needed and confirmed by majority vote of the Executive Board.
- b. Special or Ad Hoc Committees shall serve for one year or until otherwise released by the President.
- c. Special Committees may be formed by a majority vote of the Executive Committee at any Association meeting for the purposes of addressing Association needs.

Section 3. The Executive Committee

- a. shall consist of the Officers, and the Directors. The immediate past President shall be a member of the Executive Committee for the year following his term of office as President;
- b. shall be presided over by the President;
- c. shall manage, conduct, and have general supervision over the affairs and operations of the Association;
- d. will be responsible for insuring that the Association functions as prescribed by law and by the Association Bylaws, and that it accomplishes the purposes for which it was organized;

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- e. will insure that matters affecting the community are considered and acted upon;
- f. shall be empowered to act for the Association in all matters, both public and private. However, the Committee will whenever practical, obtain approval of the membership on policy and legislative positions, and the membership shall have the right to control all funds of the Association;
- g. will be kept informed of all matters pertaining to the other Association Committees, and will give counsel, assistance, and direction as necessary to insure that such matters are considered and reported in an adequate and timely manner;
- h. will meet at a time and place designated by the President, unless otherwise voted by the Executive Committee.
- i. The quorum for the Executive Committee shall be a majority (four) of the Executive Committee.
- j. Should an emergency arise which would preclude timely action by the Association, or by the Executive Committee acting on behalf of the Association, the Executive committee can act meet and set action upon the matter, in conjunction with the President. Such action shall be presented for approval at the next General or Executive Committee meeting and proper notice shall be given of any changes to the Association committee position subsequently adopted.
- k. Executive Committee meetings usually will alternate with General meetings, unless voted otherwise by a 2/3 majority of the Executive Committee. The Executive Committee shall meet at least four (4) times annually.
- l. Executive Committee meetings may be scheduled by majority vote of the Executive Committee.
- m. Internet voting is allowed by the Executive Committee via the internet.

Section 4. The Environment and Services Committee will:

- a. consist of a member of the Executive Committee and, if possible but not to exceed, two general members; and
- b. report on all matters pertaining to local area zoning, public, vehicular and pedestrian transportation and traffic, public utilities, mail service, parks and public recreational facilities, public safety, sanitation, public health, and such other issues, and shall take such action as the Association may direct.

Section 5. The Education Committee will:

- a. consist of a member of the Executive Committee and, if possible but not to exceed, two general members; and
- b. report on all matters of school operations, extensions, construction, closing or consolidation, P.T.A. activities and community school services, and meetings of the Board of Education, and shall take such action as the Association may direct.

Section 6. The Membership and Welcome Committee will:

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- a. consist of a member of the Executive Committee and, if possible but not to exceed, three general members;
- b. report on membership of the Association and welcoming new residents and members of the Association;
- c. will be responsible for planning and executing the annual membership drive, and planning and executing activities aimed at encouraging new residents to join the Association.

Section 7. The Public Safety Committee will:

- a. consist of a member of the Executive Committee and, if possible but not to exceed, two general members;
- b. act as the liaison between the Association and law enforcement officials; and
- c. monitor police reports and keep the Executive Committee informed of major incidents in the neighborhood, and take such action as the Association may direct.

Section 8. The External Affairs Committee will:

- a. consist of the President, a Vice President, the Secretary, a Director and additional members as necessary;
- b. be responsible for the development and coordination of official Association positions.
- c. Committee members may serve as delegates and alternate delegates to associations and federations of civic groups of which the Association is an active dues paying member.
- d. The President or delegates shall report on the activities of the organizations to which the Association is represented at all regular and Executive Committee meetings of the Association.

Section 9. The Ways and Means Committee shall:

- a. consist of a member of the Executive Committee and, if possible but not to exceed, two general members;
- b. assist the President in the annual budget preparation;
- c. monitor the Association financial status; and
- d. develop and implement activities design to improve the financial status of the Association, such as fund raising efforts.

Section 10. The Communications Committee will:

- a. consist of a member of an Executive Committee, Editor of the Echo, the webmaster for the website and manager of the RCA email list. and, if possible but not to exceed, two general members;

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- b. be responsible for the preparation, publication, and distribution of the Association newsletter, including obtaining of appropriate advertising, obtaining reports and articles for publication, preparation of a print-ready master copy, and arrangements distribution of the newsletter, Echo;
- c. maintain an internet presence (e.g., website and email list) for the Association;
- d. via the newsletter and internet (e.g., website and email list) assist in keeping the community informed of activities and issues which are of interest to the community; and
- e. publish in the newsletter and on the website information about the activities of the Association, the following information, at a minimum:
 - (1) minutes of General and Executive Committee meetings, including vote results, recommendations and positions taken by the Association;
 - (2) nominations for office and election results;
 - (3) chair appointments to committees;
 - (4) recommended or approved budgets; and
 - (5) semi-annual financial operations statements.

ARTICLE VI Financial Management

Section 1. The fiscal year of the Association shall be July 1 through June 30 of the following year.

Section 2. The President shall present a budget covering the Association's proposed expenses for the ensuing year to the Executive Committee for its review and approval prior to formal submission and approval by the Association not later than the May meeting. A Budget Committee, appointed by the president, should include four members, including the retiring and newly elected Treasurers, a Director of the Association, and a general member.

Section 3. If the Association does not have a budget, approved by the general membership, for the ensuing fiscal year upon adjournment of the May meeting, all Association expenditures except required expenses will be frozen on June 30th of that year, until the next general membership meeting in September. A special general membership meeting may be called by the Executive Committee to approve a budget after the May meeting, provided it posts a notice of the meeting on the website and emails the general members thirty (30) days in advance of the meeting.

Section 4. The Executive Committee shall have the authority to authorize payment of individual items not included in the budget, not to exceed \$500.00 per item, without prior authority of the Association. The Treasurer shall present all such items authorized by the Executive Committee at the next general meeting of the Association as information for that body.

Section 5. No budget will be approved by the Executive Committee that will require the Association to end the fiscal year the corresponding fiscal year with a deficit. Any budget requiring the Association to draw from a reserve fund or borrow funds will require a special vote of the general membership in advance of the draw.

Article VII. Meetings of the Association

Section 1. The General meetings should usually be scheduled on the first Thursday of the month, usually alternating with Executive Committee meetings.

Section 2. General meetings shall be cancelled only because of emergency conditions (e.g., weather events; national disasters).

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Section 3. All general meetings shall be held at local community centers, or at such places as shall be designated by the President and published either in the ECHO or via the internet, unless otherwise voted by a majority of the Executive Committee members

Section 4. The annual meeting and election of officers shall be held on the first Thursday in April of each year unless voted otherwise by a majority of the Executive Committee

Section 5. Emergency or special meetings may be called by the President provided notice of such meeting is publicly published in the ECHO or via the internet in advance. A quorum is required at all emergency or special meetings.

Section 6. The quorum at all general, special, or emergency meetings of the Association shall be fifteen (15) members.

Section 7. The usual order of business at meetings shall be:

- a. Approval of past Executive and General meeting minutes
- b. Treasurer's Report
- b. Reports of the Executive Committee
- c. Special Reports and Announcements
- d. Committee Reports
- e. Old business
- f. New business
- g. Adjournment.

Section 8. Any question on the order of Business shall be decided by the President, and the President shall have the right to change the order of business at any time.

Section 9. The President shall determine whether any resolution or recommendation is of an emergency nature or whether such resolution or recommendation requires consideration of the Executive Committee. Two-thirds (2/3) vote of the executive comm. members may call for immediate action on the matter overriding the decision of the President.

Section 10. No person who is not a member shall address the Association, except by the invitation of the President or a two-thirds (2/3) vote of the members present.

Section 11. There shall be no proxy votes at General, Executive, Emergency, or Special Meetings.

Section 12. If a question of voting member status arises, any member has a right to call for a check of the membership rolls against those present and voting.

ARTICLE VIII. Standing Rules and Procedures

Section 1. Roberts Rules of Order on Parliamentary Procedure shall be the guide on procedure, except where otherwise stipulated in this Constitution and Bylaws.

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Section 2. The Standing Rules on Debate and Procedure may be suspended for any meeting by a majority vote of the members present.

Section 3. A member shall not speak on any question more often than twice, and not longer than five minutes the first time and three minutes the second time, except as herein provided.

Section 4. Upon the introduction of a resolution by a Committee, the member in charge of the report shall be allowed ten minutes for discussion or debate on all subject matters involved, but shall not be permitted to speak more than twice, exclusive of the right to close debate. The member in charge of the resolution or report shall have the right to close debate immediately before the vote is taken and after the Association had indicated that it desires to have the question put, but shall be limited to speaking for five minutes.

Section 5. Upon a motion to amend or substitute a resolution or motion, the member introducing the amendment or substitution shall be allowed five minutes for the introduction and three minutes before a vote is taken on the amendment or substitution.

Section 6. Any member who has gained the floor may yield to another member for all or part of his time.

Section 7. Any member may have his time extended by a majority vote of the members present.

Article IX. Elections

Section 1. Nominating Process

- a. In advance of the annual meeting, the Executive Committee is responsible for ensuring candidates names are placed in nomination with at least one person for each elective office.
- b. The Executive committee shall solicit volunteers from Association members who consent to serve in an elected position.
- c. The Executive Committee will accept nominations from any Association member to place in nomination the name of any member, for office, provided such person has been contacted and is willing to serve. Nominations must be presented to an Executive Committee member 30 days prior to the election.

Section 2. The nominees shall be published in the ECHO or via the internet before the annual meeting.

Section 3. The election of officers and directors shall be the first order of business at the annual meeting. The President shall appoint an Acting Secretary, who shall take charge of the meeting and conduct the election.

Section 4. All officers shall relinquish their chairs to the Acting Secretary until the election is completed.

Section 5. Contested elections shall be by ballot, subject to the rules in Article IV.

Section 6. If there are more than two nominees for a position, and a tie exists between the nominees receiving the largest number of votes, all other nominees shall be dropped and balloting shall continue until one shall receive a majority vote.

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Section 7. All persons elected at the annual meeting shall assume their office and duties immediately.