

BYLAWS
of the
NORTHWOOD-FOUR CORNERS CIVIC ASSOCIATION

Article I — Name

The name of this organization shall be the Northwood-Four Corners Civic Association ("NFCCA" or "Association").

Article II — Purpose

The Association shall be a not-for-profit civic association for the purpose of promoting the general welfare of the residents of the community, both through its own efforts and in cooperation with other organizations serving not-for-profit purposes.

Article III — Boundaries

The Association represents approximately 1,500 homes in the area of Silver Spring, Maryland, bordered by:

- Northwest: Northwood High School (i.e., Caddington Avenue and Loxford Terrace);
- Northeast: the west bank of Northwest Branch Stream Valley Park (River);
- Southwest: University Boulevard (Route 193); and
- Southeast: Colesville Road (Route 29).

Article IV — Membership

Section 1: Membership in the Association shall be open to all persons 18 years or older, residing within or owning residential property within the boundaries. All persons residing at one street address within the boundaries (i.e., household) shall constitute one member of the Association.

Section 2: The general membership of the Association shall be its legislative body and shall be responsible for election of officers, passage of resolutions or amendments to these bylaws, and taking such actions as shall benefit the Association contingent upon observation of the Constitution of the United States and the State of Maryland and all existing laws and regulations of Montgomery County.

Section 3: Each person's membership in the Association is established by payment of his or her annual dues.

Section 4: Each member shall be entitled to one vote.

Article V – Dues

Section 1: The annual dues of the Association shall be determined by the Board of Directors subject to approval and/or revision by the general membership.

Section 2: Dues shall cover the year from the Annual Meeting until the next Annual Meeting.

Article VI — Officers

Section 1: The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2: The duties of the officers shall be as follows:

The *President* shall be the chief executive officer of the Association and shall be responsible for the administration of the Association; preside at all meetings of the Membership and the Board of Directors, both regular and special; cast the deciding vote in case of a tie vote in the General Membership or the Board of Directors; appoint committees as needed and be an ex-officio member of all such committees except the Nominating Committee; appoint delegates to represent the Association when needed; approve all disbursements of funds; and be responsible for keeping the membership informed through the use of meetings, newsletters, electronic media, special announcements or other appropriate communications media.

The *Vice President* shall carry out all duties of the President in the President's absence and shall otherwise assist the President in the discharge of duties, upon the President's request.

The *Secretary* shall maintain a copy of the by-laws as amended; record the minutes of all meetings; report on decisions and transactions of record; issue notices of meetings; handle correspondence as directed by the President, and turn over to the Secretary's successor within two (2) weeks of leaving office all Association monies, books, records, and properties in the Secretary's possession or under the Secretary's control.

The *Treasurer* shall receive and account for all dues and other monies paid into the Association from all sources; deposit such monies in an account in the name of the Association in a financial institution designated by the Board of Directors; issue all checks approved by the President; keep records of all financial transactions; report the financial condition at all regular Membership meetings and at meetings of the Board of Directors upon request; and turn over to the Treasurer's successor within two weeks of leaving office all Association monies, books, records, and property in the Treasurer's possession or under the Treasurer's control.

Section 3: No person shall serve in more than one office at a time.

Section 4: A vacancy in the office of President shall be filled by the Vice President. In the event that the Vice President is unwilling or unable to serve as President, a special election will be held as soon as expediently possible to fill the office of President.

Article VII - The Board of Directors

Section 1: The Board of Directors ("Board") shall consist of eight (8) members: (1) the immediate past-president of the Association; (2) the Association officers (i.e., President, Vice President, Secretary, and Treasurer); and (3) three (3) additional at-large Board members who shall be elected at the Annual Meeting. Their names and telephone numbers and/or email addresses shall be listed at least once annually in the newsletter or other written media.

Section 2: Board members (except the immediate past president) shall be elected from the membership of the Association. All Board members, including the officers, shall serve without compensation for one (1) year or until their successors are elected: whichever occurs sooner. Board members terms of office shall begin at the close of the Annual Meeting at which they are elected.

Section 3: The Board of Directors shall meet at least five (5) times annually, and such meetings shall be open to the General membership. Board meetings shall be called by the President, or by request of three (3) or more Board members. Four (4) Board members shall constitute a quorum.

Section 4: The Board of Directors shall have general supervision of the affairs of the Association between its meetings; fix the time and place of the meetings; select the financial institution to serve the Association; make recommendations to the general membership; and perform such other duties as are specified by these by-laws or are assigned by the President.

Section 5: When a mid-term vacancy occurs (except in the office of the President), the President shall appoint a replacement with the approval of the existing Board of Directors. Replacement Board members and officers shall serve for the balance of the term for which the Board members' predecessor was elected.

Article VIII – Committees

Committees may be appointed by the President, the Board of Directors, or a majority vote of a quorum of the Membership at any regular or special meeting. The President shall be an ex officio member of all committees except the Nominating Committee: if any.

Article IX - Membership Meetings

Section 1: There shall be an Annual Meeting of the Membership at which time the officers and Board of Directors of the Association shall be elected. The Annual Meeting shall be held between September 1st and November 1st of each year.

Section 2: In addition to the Annual Meeting, at least one additional meeting per year shall be held at such time and place as may be determined by the Board of Directors.

Section 3: Written notices of meetings shall be provided to the Membership through its newsletter or other suitable media.

Section 4: Special meetings may be called by the President, a majority of the Board of Directors, or upon the request of fifteen (15) members of the Association. The purpose of any special meeting shall be stated in the request for the meeting. At least seven (7) days' notice of a special meeting shall be given except in cases of emergency.

Section 4: Fifteen (15) members of the Association shall be considered a quorum of the Membership.

Article X - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Association where those rules are applicable and not inconsistent with these by-laws as amended, or any special rules of order that the Association may adopt.

Article XI - Amendments to the By-Laws

These by-Bylaws may be amended at any meeting of the Association at which a quorum is present by a two-thirds (2/3) vote of the members present. Proposed amendments shall be submitted to the Membership in writing either at a previous meeting or by the newsletter or other media at least two (2) weeks prior to the meeting at which the Bylaw amendment is to be considered.

Article XII – Elections

Section 1: Officers and Board members shall be elected at the Association's Annual Meeting.

Section 2: Not less than two (2) weeks prior to the Annual Meeting of the Association the Board shall meet to consider nominations for officers and Board members of the Association for the upcoming year. The Board or the President may appoint a

Nominating Committee of at least three (3) members to recommend willing candidates for the offices to be filled at the Annual Meeting of the Association. If appointed, the Nominating Committee shall report its recommendations prior to or at the Annual Meeting. Additional nominations for officers and Board members from the Membership at the Annual Meeting. Additional nominations for officers and Board members from the Membership at the Annual Meeting shall be permitted and encouraged.

Section 3: Election of officers and Board members shall be by a majority vote of the members at the Annual Membership Meeting. In the event that more than one candidate stands for an office, voting may be by secret ballot.

Section 4: If no candidate receives a majority of the votes cast, a runoff vote shall be taken after eliminating all nominees except for the two candidates receiving the highest number of votes.