

# **Bylaws**

## **of the Sligo Woods Civic Association**

**Silver Spring, Montgomery County, Maryland**

*As revised by the Annual Meeting of March 25, 2019*

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### **Preface and Purpose**

#### **Article 1—Boundaries**

#### **Article 2—Membership and Dues**

#### **Article 3—Regular and Special Meetings**

#### **Article 4—Projects, Activities, and Events**

#### **Article 5—Board**

#### **Article 6—Finance**

#### **Article 7—Election and Voting Procedures**

#### **Article 8—Amendment of Bylaws**

### **Preface**

These Bylaws are intended to be a guideline for the operation of the Sligo Woods Civic Association (“Civic Association” or “Association”).

### **Purpose**

The Sligo Woods Civic Association, an all-volunteer, not-for-profit organization, exists to:

- a) Build community—providing the neighborhood with events and activities that allow neighbors to meet and work together
- b) Convey information relevant to Sligo Woods residents—presenting programs and creating channels of communication among neighbors and from/to County agencies and others
- c) Solve problems constructively—undertaking projects that benefit the common good and providing forums for consideration of issues affecting our neighborhood

We seek to be inclusive and welcoming of all residents—working and socializing together to make the Sligo Woods neighborhood an ever-better community.

### **Article 1—Boundaries**

1.1 The boundaries of the Sligo Woods Civic Association are those of the Sligo Woods neighborhood and of Montgomery County election precinct 13042.

1.2 They are:

- 1.2.1 To the north and the east—the midline of University Boulevard West, i.e., including the even-numbered houses, excluding the odd-numbered;
- 1.2.2 To the south—the midline of Dennis Avenue, i.e., including the odd-numbered houses, excluding the even-numbered; and
- 1.2.3 To the west—Sligo Creek Park, i.e., both sides of Tenbrook Drive.

### **Article 2—Membership and Dues**

2.1 Membership is open to all those who reside or who own property within the Sligo Woods neighborhood, whose boundaries are set forth above.

2.2 For purposes of voting in Association meetings and for payment of dues, “member” is defined on a per-household basis.

2.3 Residents/owners become members by written request to the Association, providing the name(s) of the adult(s) of that household who wish to be enrolled as members, the street address, and the email contact(s), if available. Newly enrolled members are sent an invitation to be part of the Association listserv.

*Listserv: a group whose participants can receive and send emails among its membership.*

2.4 Incoming members are asked to pay dues for the current year. Following enrollment in the Association, continuing membership is *not* contingent upon further payment of dues, but voting privilege in any given year *requires* that the member-household has paid dues for that membership/fiscal year.

2.5 If an incoming or already enrolled member has a financial constraint and communicates this to the Treasurer, the Treasurer is authorized to accept a donation in lieu of the stated amount of the dues.

2.6 Any increase or decrease in dues is approved by a majority of the voting members who are present at a meeting of the Association whose published agenda includes dues/budget.

2.7 The Association's membership year is April 1 through March 31 (as is its fiscal year).

2.8 Should dues not be solicited in a new membership year, members eligible to vote in the prior membership year continue to be voting-eligible until dues are again collected.

### **Article 3— Regular and Special Meetings**

#### **3.1 Regular meetings**

3.1.1 Regular meetings take place at least once per quarter—typically in March, June, September, and December—with agendas/programs developed by the Board and communicated to members in reasonable advance of the scheduled date.

3.1.2 Meetings normally include reports/updates from current and ongoing projects, activities, and events of the Civic Association, and a brief report from the Board on its current work.

3.1.3 Time is reserved within each regular meeting for members to raise new topics, propose discussion, or present questions.

3.1.4 In order to conduct necessary business in advance of the Association's new membership and fiscal year—beginning April 1—the March meeting is an Annual Meeting, at which:

- a) Elections are held for open Board positions [detailed in *Article 7— Election and Voting Procedures*];
- b) A financial report is made, including a period for questions and a vote taken for acceptance;
- c) The level of dues is established for the upcoming membership year;
- d) The Board reports on the conformity of Bylaws with current practices/needs, and a vote is taken on any proposed amendment to the Bylaws [requirements detailed in *Article 8—Amendment of Bylaws*].

#### **3.2 Special meetings**

As necessary, with the approval of a simple majority of the Board, the Board may schedule a special meeting of the Civic Association.

## **Article 4—Projects, Activities, and Events**

- 4.1 Activities, initiatives, projects, and events (“activities”)—whether ad hoc or ongoing—are required to have a designated leader who serves as liaison with the Board, normally via communication with the Vice President.
- 4.2 Activities of the Civic Association operate within the following understandings:
- 4.2.1 They are open to participation by any member of the Association.
  - 4.2.2 Anticipated expenses are reimbursable only if and after the Board has received a request and authorized a specified level of expenditure.
  - 4.2.3 The Vice President of the Board (or designee) is kept apprised of the ongoing status and activities of each project of the Association, including any changes in leadership.
  - 4.2.4 Activity reports/updates are provided for regular meetings of the Association, as well as information for communications with the membership.
  - 4.2.5 No liaison, other representative, or participant in the activity is authorized to speak on behalf of the Association or to use its logo or letterhead without prior approval from the Vice President or President of the Board.
- 4.3 The Civic Association or an activity of the Civic Association may choose to hold open events or activities, i.e., to which the neighborhood or even the wider community—and not Association members only—are invited.
- 4.4 Any payments associated with such events, either to or from the Civic Association, will be governed by the processes of *Article 6—Finance*.

## **Article 5—Board**

### **5.1 Eligibility and terms**

- 5.1.1 All Association members who are eligible to vote are eligible to hold elected office in the Association. Because membership is defined on a per-household basis, only one person per household may serve on the Board at any given time.
- 5.1.2 No member may hold more than one elected Board position or office at the same time.
- 5.1.3 All elected Board positions are for terms of two years, with terms staggered so that half the Board positions are up for election each year and half are continuing. The President, Secretary, and the first At-Large member are elected in odd-numbered years; the Vice President, Treasurer, and the second At-Large member are elected in even-numbered years.

### **5.2 Positions and their duties**

The Board of the Sligo Woods Civic Association consists of four officers and two at-large members, with the immediate past-president having an ex officio role.

#### **5.2.1 President**

The President: a) directs and coordinates the programs and activities of the Civic Association; b) oversees the making of the agendas for regular and special meetings and for their distribution in reasonable advance to the membership; c) presides over meetings of the Association and of the Board; d) oversees the Association’s electronic communications; and e) represents the Civic Association to external bodies, including the communication of Association contacts to the

Planning Department of Montgomery County. The President may temporarily delegate the execution of any of the President's responsibilities to another Board member.

#### 5.2.2 Vice President

The Vice President: a) assumes the duties of the President in the absence of the President or when so designated by the President; and b) serves as the primary liaison between the Board and the various authorized activities, initiatives, projects, and events of the Association.

#### 5.2.3 Secretary

The Secretary: a) maintains the Civic Association Bylaws and any legal documents pertaining to the Association; b) keeps and publishes minutes of all Association meetings; c) conducts or oversees the maintenance of membership records (database and email-account contacts), working in concert with the Treasurer and the administrator of the listserv of the Association; and d) executes/oversees the provision of balloting materials and the roster of eligible voter-households when an election is to be held.

#### 5.2.4 Treasurer

The Treasurer: a) maintains financial records of the Civic Association; b) holds possession of the Civic Association checkbook; c) makes timely payment to third-party suppliers and reimbursement to members who have incurred authorized expenditures; d) makes all deposits; e) records all deposits, withdrawals, and disbursements of funds; f) reconciles the bank account in a timely manner; g) keeps the Board apprised of the financial situation of the Civic Association, assisting Board members in fulfilling their fiduciary responsibilities; and h) makes a report to the Annual Meeting of the Association.

#### 5.2.5 At-Large Members

There are two At-Large positions on the Board. Members At-Large are voting members of the Board (but not officers), and they undertake areas of responsibility and specific tasks, as agreed by the Board.

#### 5.2.6 Past-President Ex Officio

Upon election of a new President, the past-president assumes the voting position of Past-President Ex Officio and remains on the Board for a period of up to one year (or otherwise as needed and by mutual agreement of past-president and Board), assisting in the leadership transition and serving as an advisor to the Board.

### 5.3 Responsibilities of the Board

#### 5.3.1 Responsibilities held by each and all members of the Board are:

- a) Participating in meetings of the Board and of the Association and maintaining active communication with other Board members;
- b) Executing fiduciary responsibilities in the management of funds entrusted by members for the work of the Association; and
- c) Communicating opportunities for, and cultivating interest in, Board service and other leadership roles within the Association.

5.3.2 Responsibilities that are shared or allocated among the Board’s members at its own discretion are:

- a) Maintaining records of its own activities and decisions;
- b) Coordinating the calendar of activities and events of the Association;
- c) Providing general oversight of events, activities, projects, and initiatives;
- d) Ensuring that information about such events, activities, projects, and initiatives is communicated to the Association’s members;
- e) Responding to membership inquiries and other correspondence;
- f) Arranging locations for meetings of the Association and preparing materials for those meetings; and
- g) Reviewing annually the Association’s conformity with the Bylaws, and then either preparing proposed revision(s) or preparing to affirm at the Annual Meeting that no amendments to the Bylaws are needed.

#### 5.4 Board—Supplementary items

- 5.4.1 Board meetings are held monthly, unless a simple majority of the Board decides otherwise.
- 5.4.2 Board members may not receive financial consideration or personal financial gain for their service.
- 5.4.3 In the event of a vacancy in an elected Board position that occurs outside of the normal election schedule, the position will be filled by a simple majority vote at the next regular meeting of the Association.
- 5.4.4 If an elected Board member fails to uphold his/her duties, the other Board members may remove that member.

### **Article 6—Finance**

- 6.1 The Association’s fiscal year is April 1 through March 31 (as is its membership year).
- 6.2 A bank account in the name of the Civic Association is maintained at a financial institution in which no Board member derives any gain or benefit.
- 6.3 Only the officers of the Association—President, Vice President, Secretary, and Treasurer—have the authority to sign checks or otherwise withdraw funds from the bank account, and all withdrawals require the signature of any two of the officers. [See also *Article 5.2.4—Board: Positions and Duties: Treasurer.*]
- 6.4 Any Board member may accept on behalf of the Civic Association gifts or donations, provided that any such gift/donation is promptly reported to the Treasurer and conveyed to the Treasurer as soon as is practicable.
- 6.5 All financial records of the Civic Association are available for inspection by any voter-eligible member(s) of the Civic Association upon request to any member of the Board.

### **Article 7—Election and Voting Procedures**

#### 7.1 Election of Board members

- 7.1.1 In anticipation of Board terms expiring and in preparation for the Annual Meeting at which elections will be held, the Board is responsible for communicating to the membership the upcoming vacancies, the responsibilities of those positions, and the process and timeline for nomination and election.

- 7.1.2 Nominations for Board positions are made and are seconded by any voting-eligible members present.
- 7.1.3 Voting is by closed ballot. In full view of the meeting, ballots are counted by two Board members who are not on the ballot.
- 7.1.4 Election is by simple majority of voting-eligible member-households who are present at the meeting.
  - A "simple majority" is when the highest number of votes cast for any one candidate exceeds the second-highest number, but does not reach an "absolute majority," which is more than half the number of votes.*
- 7.1.5 Upon request, and prior to the close of the meeting during which the election occurred, members may inspect the ballots and/or the tally sheet.

## 7.2 Voting Procedures for Issues

In the event that the Association is called upon to take a stand on an issue of neighborhood-wide concern and/or to make representations to local authorities about the Association's position on such an issue, the Association will formulate its position based on consultations with members, followed by a vote of voting-eligible member-households, conducted according to the following procedures:

- 7.2.1 Before the voting period may begin, discussion of the issue under consideration must be part of the agenda of at least one regular or special meeting [see *Article 3—Regular and Special Meetings*].
- 7.2.2 Voting may be conducted by electronic means in addition to paper ballot, if feasible.
- 7.2.3 All voting must be completed within one week of the date on which the Secretary notifies eligible voters of the availability of the electronic ballot and/or of the procedures to be followed by those wishing to use a paper ballot.
- 7.2.4 A majority of one-third of the eligible voters is required for a final vote to take effect. Where such a level of voter participation does not occur, further discussion at a general meeting may yield a decision about made whether to vote again.
- 7.2.5 Within one week of the close of the voting period, the Secretary will notify members of the Association of the results of the voting.

## Article 8—Amendment of Bylaws

8.1 Organizing *Bylaws* were approved by a General Meeting of the SLIGO WOODS CIVIC ASSOCIATION on June 20, 2016. Amendments to those Bylaws and any subsequent revisions of the Bylaws require:

- 8.1.1 That the text of the proposed amendment is included in the published agenda of the Annual or other meeting of the Association;
- 8.1.2 That the amendment be approved by a two-thirds vote of the voting-eligible member-households of the Civic Association who are present at that meeting.

8.2 Approved changes to the Bylaws are published by the Secretary by sending them to the members of the Civic Association and by posting the newly revised Bylaws on the Association website.