



## **Bylaws of the Stonegate Citizens Association Montgomery County, Maryland**

The following shall be the Bylaws of the Stonegate Citizens Association, a nonprofit corporation organized under Article 23 of the Annotated Code of Maryland and hereinafter called the "Association."

### **Article I – PURPOSES**

The purposes of the Association are as follows: To serve the general welfare and community interest of the Association, and to conduct the affairs of the Association as a not-for-profit organization with no part of this income to privately benefit any individual, and in such manner that it shall in no way participate in any political campaign or on behalf of any candidate for public office.

### **Article II – MEMBERSHIP AND MEETING OF MEMBERS**

Section 1. The area constituting the territory of the Association shall be Stonegate Subdivision as shown on the plats thereof recorded among the Land Records of Montgomery County, Maryland, and such subdivisions, parcels, and properties adjacent or contiguous thereto as shall be from time to time recommended for inclusion in the Association's area of membership by the Board of Trustees of the Association and approved for inclusion at the next meeting of the Association.

Section 2. Except as may be otherwise

provided by law, or by the Articles of Incorporation, or by these Bylaws, rights, privileges, dues, fees, assessments, responsibilities, terms of membership, and provisions governing the withdrawal, suspension, and expulsion of the members shall be determined by the Board of Trustees, subject to the approval of a majority of the general membership present at an Association meeting.

Section 3. Every household in the area constituting the territory of the Association, by paying annual dues, shall become a member and be eligible to cast one vote on any question brought before a meeting of the Association.

Section 4. The annual dues of the Association shall be established by the Board of Trustees, and approved by the members. Annual membership period shall be the calendar year, January to December.

Section 5. The annual meeting of the members of the Association shall be held in the Fall at the time and place designated by the Board of Trustees for the purpose of electing trustees and officers and for the transaction of such other business as may be properly brought before the meeting. Special meetings shall be at the call of the Board of Trustees or the President, or at the written request of 10 percent of the membership. Five percent of the membership shall constitute a quorum at any meetings of the Association. Members shall be notified of pending meetings.

Section 6. Meetings of the members shall be presided over by the President, or if he or she is not present, by the Vice President, or if he or she is not present, by a Chairperson to be chosen at the meeting.

Section 7. The normal order of business will be:

- (a) Call to order
- (b) Reading of the minutes and approval of the minutes of the previous meeting
- (c) Reports of the officers and committee chairpersons
- (d) Unfinished business
- (e) New business
- (f) Adjournment

Section 8. Any member may vote in elections or for removal from trusteeship in person; or by requesting, receiving, completing, and returning an absentee ballot. Absentee ballots will be available from the chairperson of the Nominating Committee at least two weeks prior to the annual meeting and to be valid for voting purposes must be completed and returned to the chairperson of the Nominating Committee no later than one hour after scheduled call to order.

Section 9. Except for election to or removal from trusteeship, a member must exercise his right to vote in person.

### **Article III – TRUSTEES**

Section 1. The property, affairs, and business of the Association shall be managed by its Board of Trustees, each of whom shall be a member during his or her trusteeship and each of whom shall be from a different member household. The Board shall consist of seven trustees (except as provided for in the next paragraph), four of whom are officers of the Association, with the remaining three serving as trustees-at-large. Trustees shall be elected at the annual meeting of the members of the Association. To preserve continuity in the membership of the Board of Trustees, the terms

of the trustees-at-large shall be staggered terms of three years, with one trustee-at-large to be elected each year. A trustee-at-large may not be an officer of the Association during his or her trusteeship. The outgoing President, and all past Presidents, will be offered the opportunity to serve as honorary (nonvoting) members of the Board of Trustees for as long as he/she remains a member of the Association in good standing.

When elected, a President may request authority to permit standing committee chairpersons to vote on all matters considered at Board meetings during the President's term of office. If a majority of the members at the annual meeting grant that authority, standing committee chairpersons shall be considered members of the Board until the next regular election.

A majority of the members of the Board of Trustees acting at a Board meeting duly assembled shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Trustees there shall be less than a quorum present a full 30 minutes immediately following the designated time for convening, a majority of those present may adjourn the meeting without further notice.

In case one or more vacancies shall occur in the Board of Trustees, the remaining trustees, although less than a quorum, may by a majority vote elect a successor or successors for the unexpired term or terms, with such appointment terminating at the next regular election.

Section 2. At any special meeting of the members of the Association, duly called as provided in these Bylaws, any trustee or trustees may, by the affirmative vote of a majority of all the members present and eligible to vote for the election of trustees, be removed from office, either for the nonperformance of duties or for conduct not in the best interest of the Association.

Section 3. The minutes of each meeting of the Board of Trustees shall be available to the membership upon request. The schedule of meetings of the Board of Trustees shall be published and distributed to the membership by October of each year. Except in the case of emergency, the membership shall be notified of any special meeting of the Board.

#### **Article IV – OFFICERS**

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

Section 2. The term of all officers shall be for one year, coincident with the annual membership period. Any officer may be removed from office, either for nonperformance of duties or for conduct not in the best interest of the Association at any time by the affirmative vote of the majority of the members present and voting at a duly called meeting. No officer may serve for more than four consecutive terms in the same office.

Section 3. The officers of the Association shall each have the powers and duties as generally pertain to their respective office.

Section 4. The Treasurer shall be bonded in an amount determined by the Board of Trustees.

#### **Article V – COMMITTEES**

Section 1. The Association Standing Committees shall consist of the following: Community Security; Landscaping; Legislative and Zoning; Membership; Newsletter; Program; and Welcome.

Section 2. The minimal duties and responsibilities of the committees shall consist of the following:

The Community Security Committee shall ensure an active network within the Association for the purpose of mutual assistance in identifying suspicious activities and in disseminating appropriate information concerning suspicious activities, all in full cooperation with the Montgomery County Police Department.

The Landscaping Committee shall ensure proper maintenance and enhancement of all areas within Stonegate which are for the common benefit of the Association.

The Legislative and Zoning Committee shall ensure that the Association is promptly informed of any actions or recommendations of the Montgomery County Council, the Montgomery County Park and Planning Commission, or of any other government body when these activities or recommendations pertain to the Association: provide advice and assistance concerning actions the Association may take in response to such government actions or recommendations; represent the Association at official functions of the aforementioned government bodies.

The Membership Committee shall ensure continuing efforts concerning recruitment of members, collection of dues, and distribution of membership cards, directories, and other appropriate items through the organization of a network of block captains; and shall maintain and protect current membership lists which will be used only for polling purposes and as directed by the Board. The Newsletter Committee shall ensure publication and distribution of the Stonegate Citizens Association Newsletter (SCAN). The SCAN shall include notices, articles, columns, and

commentaries of timely interest to Association members, and may contain advertising. The Chairperson of this committee shall serve as editor of the SCAN.

The Program Committee shall ensure the availability of facilities and equipment for Association meetings, ensure program subjects, material, and speakers are available for Association meetings; provide a tentative schedule of programs for the current year meetings in time for publication in SCAN; and ensure appropriate refreshments are made available at all Association meetings.

The Welcome Committee shall ensure that new members of the community are promptly and personally provided with a Board approved welcome kit, notice of arrivals of new residents is promptly submitted to the editor of SCAN, and the membership committee is directly informed of new arrivals.

Section 3. Ad Hoc committees may be established by the President. Ad Hoc committees shall be dissolved when they have discharged their functions.

Section 4. The chairperson of all committees shall be appointed by the President, subject to the approval of the majority of the Board of Trustees.

## **Article VI – NOMINATION AND ELECTIONS**

Section 1. The Trustees-at-Large shall serve as the Nominating Committee and shall prepare a slate of candidates for the ensuing year. This slate shall include nominees for the office of President, Vice President, Secretary, Treasurer, and Trustee-at-Large, and shall be presented to the Board of Trustees, and subsequently to the membership at the Annual meeting.

Section 2. In addition, any member may be nominated for any office for which he/she is eligible, and will be included in the slate presented to the membership, provided the nominee's name is submitted by petition to the Chairman of the Nominating Committee, said petition must be signed by at least five members, not including the nominee, no later than one week before the time for voting, together with the nominee's written statement of his/her willingness to serve.

Section 3. The Nominating Committee shall also have the duty and responsibility of providing appropriate ballot forms to the membership at the annual meeting, collecting and protecting completed ballots, and acting as tellers. Completed ballots must be received by the Nominating Committee no later than one hour after scheduled call to order. Any nominee may appoint one observer to witness the counting of ballots. The Chairperson of the Nominating Committee will provide the incumbent President with the name of each trustee elected, in time for announcement of the new Board of Trustees to the annual meeting.

## **Article VII – INDEMNIFICATION**

Section 1. The Association shall indemnify any person who is serving or has served as a Trustee or Officer of the Association, or, at its request, as a trustee or officer of another organization, or as duly appointed representative of the Association, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a trustee or officer or representative duly authorized of the Association or of such other organization, except in relation to matters as to which such person is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such

indemnification shall not be deemed exclusive of any other right to which any person may be entitled, under law, agreement, vote of members, or otherwise.

Section 2. The officers, trustees, and members of the Association shall not be held individually liable for any action of the Association, including liability loss or contractual defaults, and they shall not be individually or personally liable for any indebtedness of the Association. Any action of a member, trustee, or officer taken on behalf of the Association and with the authority of its trustees or members shall be deemed the act of the Association, and the members, trustees, or officers who acted for the Association shall not be personally liable for such actions or any default thereof.

#### **Article VIII – PARLIAMENTARY GUIDE**

Section 1. Any questions as to priority of business shall be decided by the chair, without debate, and the chair shall have the right to change the order of business at the meeting.

Section 2. On request by the chair, questions involving parliamentary procedure or interpretation shall be ruled upon by the Parliamentarian, appointed by the President. The Parliamentarian shall be guided by Roberts Rules of Order, Revised.

#### **Article IX – CORPORATE SEAL**

The official seal of the Association shall have inscribed therein the name of the Association and the year of its incorporation, and shall be in such form and contain such other words and/or figures as the Board of Trustees shall determine.

#### **Article X – AMENDMENTS**

Section 1. Any member of the Association may propose an amendment to

these Bylaws. A proposed amendment must be submitted, in writing, to the Board of Trustees.

Section 2. If a proposed amendment is approved by a majority of the Board of Trustees, the Secretary shall furnish all members of the Association with a copy of the proposed amendment together with notice that the amendment will be voted on at the next meeting of the Association.

Section 3. If a proposed amendment is not approved by a majority of the Board of Trustees, the proposed amendment shall be submitted to the membership, for consideration as specified in Section 2, this Article, following petition to do so by 10 percent of the membership. The petition may be submitted to the Secretary at any time following original rejection of the proposed amendment by the Board of Trustees.

Section 4. A proposed amendment shall be made effective by the affirmative vote of two-thirds majority of the members present and voting.

#### **Article XI – FUNDS**

Section 1. All fund-raising activities shall be subject to the provisions of the Articles of Incorporation and to the approval of the Board of Trustees.

Section 2. Within the first 15 days of a Member Year the President and Treasurer shall draft a proposed Budget for the current member year. The proposed Budget expenses shall be categorized by Office and Committee.

Section 3. Within the first 30 days of a Member Year the proposed Budget shall be presented to the Board of Trustees for its review and comment. The Budget shall be approved by majority vote of the Board of Trustees.

<b>Date</b>	<b>Revision</b>	<b>By Whom</b>	<b>Approved By</b>
February 1999	Initial version	Sol Rosenthal	SCA members
12/11/2013	Article II Section 4 - Change Membership period from the fiscal year to the calendar year, January-December	Cathy Stanton	Approved at SCA meeting 12/11/2013
6/29/2016	Article V Section 2 – deleted reference to defunct program; Article VI, Section 1 – revised Cmte membership, nomination deadline, and scheduled election; Article XI, - added Sections 2 and 3 providing budget guidelines and approval schedule.	Jan DeGilio/Alvin Auerbach/Loretta Gieske	Approved at SCA meeting 6/08/2016
8/9/2016	Grammatical corrections only	Jan DeGilio/Alvin Auerbach/Loretta Gieske	J.DeGilio/L.Gieske/Board of Trustees
04/25/2018	Art. II, Sect.5, Art. IV, Sect.2, and Art.VI, Sect.1 – coinciding annual meeting with officer term of service; Art. III, Sect. 1 – clarifying that Board members come from different member households; Article XI – revised budget submission timing	Jan DeGilio/ Board of Trustees	Approved at SCA Meeting 04/25/2018