

# **BYLAWS of PARKWOOD RESIDENTS ASSOCIATION**

## **ARTICLE I Identification**

1. Name. The name of the Association is PARKWOOD RESIDENTS ASSOCIATION, hereinafter referred to as the PRA.
2. Equivalence. The term "Association" is used in the Bylaws. It is equivalent to the term "Corporation" used in the Articles of Incorporation of Parkwood Residents Association.
3. Directors. The "Directors of the Corporation" referenced in the Articles of Incorporation shall mean the "Executive Committee" as defined in the Bylaws.
4. Offices. The principal office of the Association shall be located in the State of Maryland, at such place as the Executive Committee shall from time to time designate.
5. Fiscal Year. The fiscal year of the PRA is the calendar year.

## **ARTICLE II Purpose**

1. Purpose. The purpose of the PRA is to improve the facilities of the Parkwood neighborhood, and to represent the Parkwood neighborhood in forums on community issues affecting the neighborhood. As such it should qualify for tax exempt status under Section 501(c)(3) of the Internal Revenue Code. The PRA is an organization within which homeowners and residents can come together to acquire and disseminate information and support each other in our common goals of maintaining and enhancing the quality of life in our community.

## **ARTICLE III Membership**

1. Membership. Any household in the Parkwood subdivision may become a member by paying the annual dues. Membership takes effect immediately upon payment of dues. The term of membership is the calendar year.
2. Voting. All individuals over 18 currently residing in a member household are entitled to vote. Vote tallies are the counts of individuals voting, not of households, unless otherwise specified in the Bylaws.
3. Boundaries. For the purpose of membership, the Parkwood subdivision is contained within Cedar Lane, Parkwood Drive, and Westbrook Lane. Both sides of Parkwood Drive are within Parkwood. Both sides of Westbrook Lane are within Parkwood. Only the west side of Cedar Lane is within Parkwood. Portions of Parkwood are within Bethesda (20814) and portions are within Kensington (20895). Hereinafter references to 'Parkwood' refer to the subdivision defined by these boundaries.

## **ARTICLE IV Association Meetings**

1. Terminology. The term “Association Meeting” as used in the Bylaws refers to a meeting of the members, open to all members, and does not refer to committee meetings.
2. Meetings. Meetings of the Association shall be held throughout the year, at times and places to be determined by the Officers.
3. Minimum. At least one Association Meeting shall be held every year. However, failure to hold the meeting shall not cause forfeiture or dissolution of the Association (the Corporation).
4. Special Meetings. Special meetings of the Association may be called by the Executive Committee, the President, or the Secretary upon the request, in writing or by email, of at least 20 individual members. Such meeting shall be held within 45 days of such request, unless the requestors agree to a later date.
5. Public. All Association Meetings are open to the public. Only current residents of member households may vote, and only current residents of member households may be counted towards a quorum.
6. Notice of Meetings. Written notice of the time and place of the meeting and its agenda shall be delivered at least 7 days before the date of the meeting, to the Parkwood residents, by one or more of: email, web site posting, written document, or newsletter. In addition, signs announcing the meeting date shall be posted in the neighborhood at least two weeks in advance.
7. Agenda. The agenda in the notice of meeting shall include all topics that will be discussed and/or voted on, to the extent these are known at the time of the notice.
8. Procedures. Meetings shall be conducted generally in accordance with Robert’s Rules of Order. For non-controversial issues it is not necessary to follow these rules exactly. However, if there are disagreements, or if requested by a member, any disagreements are to be settled in accordance with the most current version of Robert’s Rules of Order, which is currently the Newly Revised, 10<sup>th</sup> edition, except where otherwise specified in the Bylaws. *See Appendix A for examples.*
9. Quorum. 20 individual members shall constitute a quorum, providing notice has been given per paragraph 6 above.
10. Votes. A quorum is required for all official votes other than adjournment or fixing a time for the next meeting. All matters shall be decided by a majority of individuals voting, except where otherwise specified elsewhere in the Bylaws or in Robert’s Rules of Order.
11. Proxy Voting. Currently proxy voting is not permitted. It seems to conflict with the discussion and amendment process which allows motions to evolve. Verification of proxy votes is also an issue.

## **ARTICLE V Officers**

1. Officers. The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.
2. Term. Officers shall be elected at the first Association Meeting after March 1 (normally the "spring meeting") of even-numbered years, and shall serve two years, or until a successor is elected. The previous officers serve until adjournment of the meeting at which elections are held.
3. Term limits. There are no term limits. Officers may be re-elected to another term.
4. Compensation. Officers shall not be compensated for their time. They may be reimbursed for expenses.
5. Nomination. Any member may nominate any other member, or himself, for any office. Nomination may be made from the floor, or by prior communication to the current President.
6. Willingness to Serve. The nominee must affirm his/her willingness to serve. A nominee who is not present at the meeting shall have previously indicated a willingness to serve, either to the current President, or to another member who is present. Barring such affirmation, the nomination must be withdrawn.
7. Election. Officers shall be elected at a meeting of the members, by majority vote of those voting. A quorum is required. If no candidate receives a majority, a second vote shall be taken between the two nominees receiving the highest number of votes. Where there is only one candidate, election may be by unanimous consent.
8. Vacancies. In the event an officer does not finish his/her term, the Executive Committee may appoint an interim officer effective until the next Association Meeting. A replacement shall be elected at the next Association Meeting to serve out the remainder of the original term.
9. Removal. Any officer may be removed by a two-thirds vote of the Executive Committee whenever in its judgment the best interests of the Association may be served by so doing. The vote shall be taken at an Executive Committee meeting at which a quorum is present (see VII.4 below).
10. Use of Title. No officer shall use his/her title of office except when engaging in official PRA business. The president and other officers are generally allowed to work on behalf of members of the community, in a timely fashion, on issues that have become recently relevant or fall under the day-to-day situations that always arise. However, when issues are controversial, as indicated by emails on the listserve or by other means, an officer may not take an official position without a concurring vote of support by the PRA members. If the PRA has a formally adopted position on a certain subject, then an officer will not endorse any position that runs counter to the adopted position of the PRA, in his/her capacity as an officer of the PRA. The intent of this paragraph is to avoid the use of the PRA title when expressing opinions which may be subject to controversy, while allowing officers to use their title when making inquiries of officials on behalf of the PRA.
11. President. The President shall be the chief executive officer of the Association, and shall have general charge of the business of the Association and general supervision over its other officers and agents. The President shall see that all resolutions of the Executive Committee are carried out. The President shall preside over Association Meetings and meetings of the Executive Committee, and shall assure the availability of a meeting location for all Association Meetings and meetings of the Executive Committee. The President is

responsible for notifying members of Association Meetings, and Executive Committee members of Executive Committee meetings, but may delegate the effort. The President shall sign official correspondence as directed by the membership or the Executive Committee. The President may take immediate action in exigent circumstances, when time does not permit consultation with the Executive Committee.

12. Vice President. The Vice President shall, in the absence of the President, or in the event of the President's disability, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as from time to time may be assigned by the President or the Executive Committee. The Vice President shall assemble and publish a newsletter, as directed by the Executive Committee.
13. Secretary. The Secretary shall give all notices in accordance with the provisions of these Bylaws and as required by law. The Secretary shall keep the minutes of the meetings of the Association and the Executive Committee. Minutes shall include, as a minimum, the exact text of all motions, and the vote count or a statement of general consent, and a statement that a quorum was present. If the Secretary is unable to attend a meeting, he/she is responsible for arranging a substitute. The Secretary shall send copies of the minutes of all meetings to the Executive Committee, and in particular the webmaster (as defined in Article VI, Section 1), as soon as practicable but no later than one month after each meeting. The Secretary shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be assigned from time to time by the President or the Executive Committee.
14. Treasurer. The Treasurer shall have charge and custody of the Association funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements, and shall deposit all monies and other valuable effects in the name of the Association in such depositories as may be designated by the Executive Committee. Details are elaborated in Article IX, Funding. The Treasurer shall file all reports required by the IRS and the State of Maryland to maintain the status of the Association as a nonprofit corporation.

## **ARTICLE VI Standing Committees**

1. Standing Committees. The following standing committees are provided by the Bylaws:
  - a. Membership. The membership chair is responsible for maintaining the list of current PRA members.
  - b. Block Captains. The block captains distribute the newsletter, and possibly other documents, to all households in Parkwood. The chairperson coordinates the work of the block captains.
  - c. Beautification. The Beautification Committee is charged with maintaining and improving the public spaces within Parkwood.
  - d. Welcoming. The Welcoming Committee maintains a welcome packet and reaches out to new residents.
  - e. Email List. The chair of this committee is responsible for administering the email list (aka "listserve"). He/she is also called the "list admin".

- f. Web Site. The chair of this committee is responsible for maintaining the official PRA web site currently at parkwoodresidents.org. He/she is also called the “webmaster”. The web site shall include as a minimum the Bylaws, minutes of recent meetings as provided by the Secretary, copies of recent newsletters as provided by the Vice President, and other documents as determined by the Executive Committee. Notice of Association Meetings shall be prominently displayed.
    - g. Civic Liaison. The Civic Liaison Committee Chair attends or sends committee members to various other government or citizen committees or organizations.
  2. Compensation. Chairpersons and other committee members shall not be compensated for their time. They may be reimbursed for expenses.
  3. Election. The Chairpersons of these committees shall be elected by the membership in the same manner, and for the same term, as the Officers. Where there is only one candidate, election may be by unanimous consent.
  4. Vacancies. In the event a committee chair becomes vacant, the Executive Committee may appoint an interim chair effective until the next Association Meeting. A replacement shall be elected at the next meeting to serve out the remainder of the original term
  5. Committee Members. Members of the Standing Committees may be appointed by the Chairperson and/or by the President, with the concurrence of the Executive Committee. Not all Standing Committees need members other than the Chairperson.
  6. Use of Title. No committee chair or committee member shall use his/her title of office except when engaging in official PRA business. A chair or member is generally allowed to work on behalf of members of the community, in a timely fashion, on issues that have become recently relevant or fall under the day-to-day situations that always arise, and that fall under the purview of the respective committee. However, when issues are controversial, as indicated by emails on the listserve or by other means, a chair or member may not take an official position without a concurring vote of support by the PRA members. If the PRA has a formally adopted position on a certain subject, then a chair or member will not endorse any position that runs counter to the adopted position of the PRA, in his/her capacity as an official of the PRA. The intent of this paragraph is to avoid the use of the PRA title when expressing opinions which may be subject to controversy, while allowing PRA officials to use their title when making inquiries on behalf of the PRA.

## **ARTICLE VII**

### **Executive Committee**

1. Executive Committee . The Executive Committee shall consist of the Officers (President, Vice President, Secretary, Treasurer), the Chairpersons of the Standing Committees, and the most recent Past President. Any previous past presidents may become members of the Executive Committee by requesting to be included.
2. Multiple Positions. In some cases two or more of these positions may be held by the same person. For the purpose of counting people on the Executive Committee, declaring a quorum, and counting votes, each person shall count as one person regardless of the number of positions the person holds on the Executive Committee.

3. Opt out. A member of the Executive Committee, other than the President, may request in writing that he/she not be included in Executive Committee deliberations. In this case, he/she shall not be counted as being on the Executive Committee for the purpose of determining what constitutes a quorum, shall not be counted as part of a quorum, and shall not vote on matters before the Executive Committee. Any such member having opted out, may opt back in at any time.
4. Quorum. A majority of the persons on the Executive Committee constitutes a quorum.
5. Votes. A quorum is required for all official votes other than adjournment or fixing a time for the next meeting. All matters shall be decided by a majority of Executive Committee members voting, unless otherwise specified in the Bylaws or Robert's Rules of Order.
6. Meetings. Executive Committee meetings shall be held at the request of the President, or of one-third of the members of the Executive Committee. All Executive Committee members shall be notified of a meeting at least 7 days in advance, by one or more of: email, telephone, personal contact, mail, or hand-delivered written document.
7. Action without Meeting. The Executive Committee may take action on a matter without a formal meeting, if all Executive Committee members are notified of such proposed action and given least 7 days to respond, and at least two-thirds of the Executive Committee members (not counting any who opted out) respond in favor of taking such action.
8. Duties. The Executive Committee shall set the annual dues for membership. It has authority to appoint interim officers, chairpersons, or other agents, and to remove same, as described in these Bylaws. The Executive Committee may take other action not reserved to the Association Meetings, or as requested by vote of an Association Meeting. It shall not claim to represent the views of the Association on any issue on which some members hold an opposing opinion, without an authorizing vote at an Association Meeting.

## **ARTICLE VIII Special Committees**

1. Special Committees. Special committees may be established, and members appointed, by the President with the consent of the Executive Committee. Examples of such committees in the past are the Sound Barrier Committee, and the Directory Committee.
2. By the Association. Special committees may be established, and members appointed, by vote at an Association Meeting. In the event of a conflict with a similar action of the President or the Executive Committee, the Association vote takes precedence.

## **ARTICLE IX Official Representatives**

1. Election. Representatives of the PRA to other organizations, for example the Coalition of Military Medical Center Neighbors (CMMCN), shall be elected by the membership.
2. Interim. Representatives of the PRA to other organizations may be appointed by the Executive Committee on an interim basis until the next Association Meeting.

3. Use of Title. No representative of the PRA shall use his/her title of office except when engaging in official PRA business. A representative is generally allowed to work on behalf of members of the community, in a timely fashion, on issues that have become recently relevant or fall under the day-to-day situations that always arise, and that fall under the purview of the representative. However, when issues are controversial, as indicated by emails on the listserv or by other means, a representative may not take an official position without a concurring vote of support by the PRA members. If the PRA has a formally adopted position on a certain subject, then a representative will not endorse any position that runs counter to the adopted position of the PRA, in his/her capacity as a representative of the PRA. The intent of this paragraph is to avoid the use of the PRA title when expressing opinions which may be subject to controversy, while allowing PRA representatives to use their title when making inquiries on behalf of the PRA.

## **ARTICLE X Funding**

1. Dues. Annual dues shall be set by the Executive Committee. Dues shall be paid by members to the Membership Chair or his/her designated substitute, who will forward the funds to the Treasurer. Should the Membership Chair be vacant, the Treasurer shall fulfill those responsibilities.
2. Contributions. The Executive Committee may provide for additional voluntary contributions, such as to the Beautification Committee. Such contributions may be sent to the Membership Chair, who will forward them to the Treasurer, or to the Treasurer directly.
3. Deposits. All funds shall be deposited in the name of the Association in such depositories as may be designated by the Executive Committee.
4. Expenditures. The Treasurer shall disburse the funds of the Association, in cooperation with the President, taking proper vouchers for such disbursements.
  - a. The Treasurer has the authority to dispense funds up to and including \$200, in cooperation with the President.
  - b. Expenditures of amounts greater than \$200 must be authorized by majority vote of the Executive Committee, or by a majority vote at an Association Meeting.
  - c. Expenditures of amounts greater than \$500 must be approved in advance by majority vote at an Association Meeting. (Approval of a budget constitutes approval of all the items in the budget.) In case of urgency, the Executive Committee may approve the expenditure, which shall be presented to the membership at the next Association Meeting.
5. Reports. The Treasurer shall render to the President, when requested, an account of all transactions of the Association and of its financial status.
6. Annual Report. The Treasurer shall provide a report to the membership, by March 1 of each year, summarizing the receipts and expenditures of the previous year. This report may take the form of a publicly accessible electronic document.

## **ARTICLE XI Amendments**

1. Proposal. Changes to the Bylaws or to the Articles of Incorporation may be proposed by the Executive Committee, or by at least 20 individual members.
2. Meeting. An Association Meeting to discuss and vote on the proposed changes shall be scheduled by the Executive Committee. For changes proposed by members, this meeting shall occur no more than 90 days after receipt of the proposal by the Executive Committee unless a later time is agreed to by the proposing members.
3. Notice. Notice of the proposed changes to the Bylaws or the Articles of Incorporation must be provided to all member households at least 10 days prior to the Association Meeting at which the vote will be taken.
4. Quorum. 10% of the higher of the previous year's member households or the current year's member households, but at least 20 households, must be represented at the vote.
5. Vote. The Bylaws may be amended by a vote of two-thirds of the individuals voting. The Articles of Incorporation may be amended by a vote of two-thirds of the individuals voting.

## APPENDIX A Elements of Robert's Rules of Order

This Appendix is purely informative, and is not part of the Bylaws. In the event of a conflict between this Appendix and Robert's Rules themselves, Robert's Rules shall govern.

The general procedure for motions is as follows:

1. Motion is made
2. Motion is seconded
3. Motion is discussed
4. As part of discussion, an amendment may be proposed. This is another motion that takes place within the main motion's discussion period. The amendment must be addressed and disposed of before discussion (or vote) on the original motion is resumed. Since the amendment is a motion, it proceeds similarly:
  - a. Amendment is moved
  - b. Amendment is seconded
  - c. Amendment is discussed
  - d. Chair or secretary reads the exact amendment
  - e. Amendment is voted on
5. If the amendment was passed, the motion now being considered is the motion AS AMENDED. If the amendment failed, it is the ORIGINAL MOTION.
6. Discussion continues. Further amendments may be offered.
7. Chair or secretary reads the motion as finally amended.
8. The motion, as finally amended, is voted on.

Several other points are worth noting. Sometimes a member will "call the question". *This is advisory only, and is not binding on the President.* Note that the President may not call for the vote if there are still members who want to speak and have not yet spoken. However, a member may "Move the Previous Question". THIS IS A MOTION. It requires an immediate vote, with no discussion. Two-thirds of the members voting are needed to pass. If it passes, there is no further discussion of the currently pending motion (which may be an amendment!), and a vote on that motion (or amendment) is taken immediately.

If a motion is pending, all discussion (and any amendments) must be GERMANE to that motion.

If no one objects, a non-controversial motion can be passed by "general consent".

In general, an amendment, once voted on, cannot be reopened. There are exceptions, see Robert's Rules.

Any member may raise a "Point of Order" at any time, if he feels that the Rules of Order are not being followed. The President rules on the Point of Order. However, a member may appeal the President's ruling. This is a motion, requires a second, discussion, and vote. It must be settled before returning to the currently pending motion.

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