

MANOR LAKE CIVIC ASSOCIATION BY-LAWS

Established – May 14, 1970

Last Revised – May 18, 2011

ARTICLE 1 – NAME

THE NAME OF THIS ASSOCIATION SHALL BE "MANOR LAKE CIVIC ASSOCIATION".

ARTICLE 2 – PURPOSE

THIS ASSOCIATION IS FORMED FOR THE PURPOSE OF PROMOTING COMMUNITY IMPROVEMENTS, FOR THE PROTECTION OF THE SOCIAL AND ECONOMIC WELFARE OF OUR COMMUNITY, AND SUCH OTHER ACTIVITIES AS MAY BE DEEMED BENEFICIAL TO THE COMMUNITY AS A WHOLE.

ARTICLE 3 – MEMBERSHIP

ANY PERSON 18 YEARS OR MORE OF AGE, WHO IS A BONA FIDE RESIDENT LIVING IN THE AREA, OR A NON-RESIDENT WHO OWNS AT LEAST 50% OF A RESIDENTIAL PROPERTY IN THE AREA, BOUNDED ON THE SOUTH BY NORBECK ROAD, ON THE NORTH AND WEST BY ROCK CREEK PARK LANDS AND ON THE EAST BY THE SUBDIVISION KNOWN AS "FLOWER VALLEY" MAY BE A MEMBER.

ARTICLE 4 – VOTING PRIVILEGES OF PAID MEMBERS

EACH MEMBER, WHO IS PRESENT AT ANY MEETING AND WHOSE DUES HAVE BEEN PAID, IS ENTITLED TO ONE VOTE.

ARTICLE 5 – DUES

THE ANNUAL DUES WILL BE SET BY A MAJORITY VOTE OF THE MEMBERS PRESENT AT THE FALL GENERAL MEETING.

ARTICLE 6 – ORGANIZATION

THE EXECUTIVE BOARD SHALL BE CALLED THE "EDWARD MILENKY EXECUTIVE BOARD." THE OFFICERS OF THE ASSOCIATION SHALL BE PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER, WHO SHALL BE EX OFFICIO MEMBERS OF THE EXECUTIVE BOARD. THE EXECUTIVE BOARD SHALL BE COMPOSED OF THE OFFICERS AND A MAXIMUM OF FIVE OTHER MEMBERS OF THE ASSOCIATION, DULY ELECTED AT THE SPRING GENERAL MEETING. THE PRESIDENT WILL BE CHAIRPERSON OF THE EXECUTIVE BOARD.

ARTICLE 7 – DUTIES AND POWERS OF OFFICERS

SECTION A: IT SHALL BE THE DUTY OF THE PRESIDENT TO PRESIDE AT ALL MEETINGS OF THE ASSOCIATION, TO APPOINT THE CHAIRPERSONS AND FILL VACANCIES ON STANDING COMMITTEES WITH THE APPROVAL OF THE EXECUTIVE BOARD, AND TO CAST A DECIDING VOTE ON ANY QUESTION IN THE CASE OF A TIE, IN THE EVENT IT BECOMES NECESSARY FOR THE PRESIDENT TO VACATE THE CHAIR, THE VICE PRESIDENT SHALL ASSUME THE DUTIES OF

THE PRESIDENT. IF THE VICE PRESIDENT IS NOT AVAILABLE, THEN THE SECRETARY SHALL ASSUME THE CHAIR, AND IF NOT AVAILABLE, THE TREASURER SHALL ASSUME THE CHAIR.

SECTION B: THE VICE PRESIDENT WILL ASSIST THE PRESIDENT. IT WILL BE THE DUTY OF THE VICE PRESIDENT TO PRESIDE AT A MEETING IN THE ABSENCE OF THE PRESIDENT.

SECTION C: IT SHALL BE THE DUTY OF THE SECRETARY TO RECORD THE MINUTES OF ALL MEETINGS, TO READ THE MINUTES OF THE PREVIOUS MEETING FOR APPROVAL UNLESS SUCH READING IS WAIVED, TO KEEP THE OFFICIAL CORRECT COPY OF THE BY-LAWS AS PART OF THE ASSOCIATION'S RECORD, AND WRITE SUCH CORRESPONDENCE AS MAY BE DEEMED NECESSARY BY THE PRESIDENT.

SECTION D: IT SHALL BE THE DUTY OF THE TREASURER TO COLLECT ALL MONIES DUE THE ASSOCIATION AND TO DEPOSIT THE SAME IN A DEPOSITORY APPROVED BY THE EXECUTIVE BOARD. THE TREASURER SHALL ALSO KEEP A CURRENT MEMBERSHIP LIST AND CERTIFY TO THE PRESIDENT AND THE ASSOCIATION SUCH LIST OF FULLY PAID UP MEMBERS WHO ARE ELIGIBLE TO VOTE AT ANY MEETING. THE TREASURER, OR IN HIS/HER ABSENCE, THE PRESIDENT, SHALL DISBURSE THE FUNDS OF THE ASSOCIATION ONLY BY THE DIRECTION OF THE ASSOCIATION, OR THE EXECUTIVE BOARD. ALL CHECKS DISPENSING FUNDS MUST BE COUNTERSIGNED BY ANOTHER OFFICER. THE TREASURER SHALL MAKE A REPORT AT EACH REGULAR MEETING AND WHEN CALLED UPON BY THE PRESIDENT. THE ACCOUNTS OF THE TREASURER SHALL BE AUDITED PRIOR TO THE FALL GENERAL MEETING BY A COMMITTEE OF TWO QUALIFIED PERSONS FROM THE COMMUNITY SELECTED BY THE PRESIDENT AND APPROVED BY THE EXECUTIVE BOARD.

ARTICLE 8 – ELECTION OF OFFICERS AND TERM OF OFFICE

SECTION A: OFFICERS AND MEMBERS OF THE EXECUTIVE BOARD SHALL BE ELECTED AT THE SPRING GENERAL MEETING AND SHALL SERVE FOR ONE YEAR OR UNTIL THEIR SUCCESSORS SHALL BE ELECTED.

SECTION B: A NOMINATING COMMITTEE OF FIVE MEMBERS SHALL BE APPOINTED BY THE PRESIDENT TWO MONTHS BEFORE THE SPRING GENERAL MEETING TO PLACE IN NOMINATION AT LEAST ONE PERSON FOR EACH OFFICE AND AT LEAST FIVE PERSONS FOR THE EXECUTIVE BOARD. WITHIN 30 DAYS OF ITS APPOINTMENT, THE NOMINATING COMMITTEE SHALL NOTIFY THE SECRETARY IN WRITING OF THE NAMES AND OFFICES FOR WHICH NOMINATIONS ARE MADE. MEMBERS OF THE NOMINATING COMMITTEE MAY NOT BE CANDIDATES FOR OFFICE. ANY MEMBER WHO WISHES TO BE A CANDIDATE MUST BE A CURRENT PAID MEMBER OF THE MANOR LAKE CIVIC ASSOCIATION; SUBMIT A SHORT BIOGRAPHY USING THE CRITERIA REQUESTED BY THE NOMINATING COMMITTEE; NOTIFY THE SECRETARY AT LEAST 21 DAYS PRIOR TO THE SPRING GENERAL MEETING. THE SECRETARY SHALL, AT LEAST 14 DAYS BUT NOT MORE THAN 20 DAYS PRIOR TO THE SPRING GENERAL MEETING, NOTIFY EACH MEMBER OF THE ASSOCIATION OF THE NAMES OF THE PERSONS SO NOMINATED AND REQUESTING CANDIDACY.

SECTION C: ADDITIONAL NOMINATIONS MAY BE MADE FROM THE FLOOR FOR EACH OFFICE. A NOMINEE MUST BE A CURRENT PAID MEMBER OF THE MANOR LAKE CIVIC ASSOCIATION AND MUST PRESENT A SHORT BIOGRAPHY USING CRITERIA REQUESTED BY THE NOMINATING COMMITTEE AND SHALL BE PRESENT AT THE MEETING.

SECTION D: ELECTION SHALL BE BY BALLOT AND A MAJORITY OF THOSE PRESENT AND VOTING SHALL ELECT THE OFFICERS AND BOARD MEMBERS, THE PRESIDENT SHALL APPOINT FOUR TELLERS TO COUNT AND REPORT THE VOTE.

SECTION E: ALL OFFICERS AND MEMBERS OF THE EXECUTIVE BOARD SHALL ASSUME THEIR DUTIES AT THE CONCLUSION OF THE MEETING AT WHICH THEY ARE ELECTED.

SECTION F: A MEMBER OF THE BOARD WILL NOTIFY THE SECRETARY IN WRITING OF HIS OR HER RESIGNATION.

ARTICLE 9 – FIDUCIARY AND CONFIDENTIALITY OBLIGATIONS OF BOARD MEMBERS

SECTION A: A BOARD MEMBER HAS A FIDUCIARY DUTY TO ACT IN THE BEST INTERESTS OF THE COMMUNITY AND MEMBERS, AND NOT SEEK TO PROMOTE AN INDIVIDUAL BUSINESS OR PECUNIARY INTEREST. IF A BOARD MEMBER APPEARS TO THE BOARD TO BE ACTING WHERE A CONFLICT OF INTEREST OR APPARENT CONFLICT OF INTEREST EXISTS, THE BOARD AT A PROPER MEETING SHALL TAKE APPROPRIATE ACTION, IN ITS SOLE DISCRETION, TO REMEDY THAT BREACH OR APPARENT BREACH, INCLUDING BUT NOT LIMITED TO REMOVAL OF THE BOARD MEMBER.

SECTION B: THE COMMUNITY WISHES FOR THERE TO BE FULL AND FRANK DISCUSSIONS AT BOARD MEETINGS. ANY ACTION TAKEN BY THE BOARD SHALL BE RECORDED IN THE MINUTES AND BE AVAILABLE FOR REVIEW BY ANY MEMBER. THE BOARD MAY ALSO TAKE OTHER STEPS TO COMMUNICATE THE DECISIONS TAKEN TO THE MEMBERS. HOWEVER, PRE-DECISIONAL DISCUSSIONS AT BOARD MEETINGS SHALL BE HELD IN CONFIDENCE BY BOARD MEMBERS.

VIOLATIONS OF THIS OBLIGATION SHALL BE REMEDIED AS THE BOARD DEEMS APPROPRIATE, UP TO AND INCLUDING REMOVAL OF THE OFFENDING MEMBER.

SECTION C: ALL ELECTED BOARD MEMBERS WILL BE REQUIRED TO SIGN A CONFIDENTIALITY AGREEMENT AT THE BEGINNING OF THEIR ELECTED TERM.

ARTICLE 10 – ORDER OF BUSINESS

THE ORDER OF BUSINESS AT A GENERAL MEETING SHALL BE:

- CALL TO ORDER
- APPROVAL OF AGENDA
- READING OF MINUTES
- TREASURER'S REPORT
- READING OF COMMUNICATIONS, BILLS AND NOTICES
- COMMITTEE REPORTS
- OLD BUSINESS
- NEW BUSINESS
- ADJOURN

ARTICLE 11 – COMMITTEES

SECTION A: STANDING COMMITTEES MAY BE CREATED WITH SUCH MEMBERSHIP AS DEEMED NECESSARY BY THE EXECUTIVE BOARD. COMMITTEES MAY INCLUDE:

- MEMBERSHIP
- COMMUNITY IMPROVEMENT - LANDSCAPING AND BEAUTIFICATION
- FINANCE
- ENVIRONMENT / HEALTH / ZONING
- ROADS / TRAFFIC / SAFETY

- SOCIAL
- LEGISLATION
- COMMUNICATIONS

SECTION B: SPECIAL AD-HOC COMMITTEES MAY BE CREATED BY THE PRESIDENT.

ARTICLE 12 – DUTIES OF THE EXECUTIVE BOARD

IT SHALL BE THE DUTY OF THIS BOARD TO MANAGE, CONDUCT, AND HAVE GENERAL SUPERVISION OVER THE FINANCIAL AND BUSINESS AFFAIRS OF THE ASSOCIATION, SUBJECT, HOWEVER, TO THE RIGHT OF THE MEMBERS OF THE ASSOCIATION TO AUTHORIZE EXPENDITURES NOT IN THE BUDGET EXCEEDING \$500.00 AND TO FIX DUES. IT SHALL ALSO BE THE DUTY OF THIS BOARD TO AID AND COOPERATE WITH ALL OTHER COMMITTEES AS THE NEED ARISES. MINUTES OF SUCH MEETINGS SHALL BE KEPT AND DULY REPORTED AT THE NEXT REGULAR MEETING BY THE SECRETARY.

ARTICLE 13 – MEETINGS

THERE SHALL BE AT LEAST TWO GENERAL MEETINGS PER YEAR, ONE IN THE SPRING AND ONE IN THE FALL. SPECIAL MEETINGS MAY BE CALLED BY THE PRESIDENT WHENEVER, IN HIS/HER JUDGMENT, IT MAY SEEM NECESSARY, OR UPON WRITTEN REQUEST OF NO LESS THAN FIFTEEN MEMBERS OF THE ASSOCIATION. WHEN A SPECIAL MEETING IS CALLED, WRITTEN NOTICE OF THE PURPOSE OF THE MEETING SHALL BE SENT TO THE MEMBERS OF THE ASSOCIATION AT LEAST FIVE CALENDAR DAYS IN ADVANCE AND NO OTHER BUSINESS MAY BE CONSIDERED AT THE MEETING.

ARTICLE 14 – QUORUM

A QUORUM OF THE ASSOCIATION SHALL BE 20 MEMBERS WHO ARE ELIGIBLE TO VOTE; OF THE EXECUTIVE BOARD A MAJORITY; AND OF ANY STANDING COMMITTEE ONE-HALF OF THE TOTAL NUMBER OF MEMBERS THEREOF, PROVIDED THAT IF ANY STANDING COMMITTEE CONSISTS OF MORE THAN EIGHT MEMBERS, FOUR MEMBERS THEREOF SHALL CONSTITUTE A QUORUM.

A QUORUM SHALL BE NECESSARY AT ANY MEETING AT WHICH BUSINESS IS TO BE TRANSACTED, INCLUDING ELECTION OF OFFICERS.

ARTICLE 15 – PARLIAMENTARY PROCEDURES

"ROBERT'S RULES OF ORDER, REVISED" SHALL BE USED AS AUTHORITY FOR PARLIAMENTARY PROCEDURE.

ARTICLE 16 – AMENDMENTS

AMENDMENTS TO THESE BY-LAWS SHALL BE PROPOSED TO THE ASSOCIATION AND PRESENTED IN WRITING AT ANY REGULAR BUSINESS MEETING OR SPECIAL MEETING CALLED FOR SUCH A PURPOSE. THEY SHALL NOT BE ACTED UPON UNTIL THE FOLLOWING MEETING, EITHER REGULAR OR SPECIAL, CALLED FOR SUCH PURPOSE. NO AMENDMENT SHALL BE ADOPTED, EXCEPT BY A TWO-THIRDS MAJORITY OF THOSE PRESENT AND VOTING.