

**These bylaws were adopted by the membership at the Fall 2021 meeting (October 13, 2021)**

***Article I - Name***

The name of this Association shall be the College Gardens Civic Association, Incorporated.

***Article II - Objects***

To promote the interests and welfare of the residents of the College Gardens area of Rockville, Maryland. The Association shall be non-partisan, non-sectarian and nonpolitical in character.

***Article III - Boundaries***

The geographical areas encompassed by the Association are defined to include: College Gardens, Scarborough Square, and Yale Village; and the physical boundaries are defined roughly as follows:

Along the axis of Nelson Street from the intersection of the Woodley Gardens West subdivision and along the eastern boundary of the Rockville Estates subdivision in a northwesterly direction along Upper Watts Branch Forest Preserve to intersect West Gude Drive, thence along West Gude Drive to intersect with Maryland Route No. 355 and running along said Maryland Route No. 355 in a southeasterly direction to intersect College Parkway, southerly along said College Parkway to intersect the northern boundary line of Scarborough Square and along said boundary line to intersect the western boundary line of the Montgomery College property, and running with and along said Montgomery College boundary line in a southern direction to intersect with Princeton Place, and to run along said Princeton Place to intersect with College Parkway, and running along said College Parkway in a southwestern direction to finally intersect with Nelson Street, said point being the place of beginning described herein.

***Article IV - Membership***

Section 1 - Any person eighteen years of age or older, residing in the territory described as College Gardens, Montgomery County, Maryland, shall be eligible for membership, upon such terms and conditions as shall be provided in the By-Laws of the Association as amended from time to time.

Section 2 - Membership in good standing is achieved by paying biannual dues. All members in good standing are entitled to participate in College Gardens Civic Association communication venues and activities (i.e. membership directory). New residents, otherwise eligible, are awarded free membership for the balance of the current two-year period.

Section 3 - Any member may vote at Association meetings.

Section 4 - College Gardens Civic Association membership directory and communication requirements (e.g. electronic; hard copy), communication venues (e.g. virtual; face-to-face) and activities are subject to approval of the Executive Committee.

#### ***Article V - Dues***

Section 1 - The biannual dues of members of the Association shall be set by a majority vote at a general 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 - Any officer shall hold the same office for no more than two consecutive two-year terms, except that a portion of a term served by an officer shall not count as a term.

Section 3 - The President may appoint Committee Chairs as necessary and consistent with the issues of current interest to the Association. There shall be an Executive Committee composed of the elective officers of the Association and the Chairs of the Committees. The President shall be Chair of the Executive Committee. The new president shall have the opportunity to appoint one additional person to represent continuity from any previous administration of the Civic Association as an ex officio member of the Executive Committee.

#### ***Article VII - Duties of the Officers***

Section 1 - It shall be the duty of the President to preside at all meetings and to enforce the Charter and the By-Laws, appoint such committees as the Association may direct, and to arrange for the meetings of the Association.

Section 2 - In the absence of the President, the Vice President shall preside and exercise the usual functions of the President, and any other duties as directed by the Executive Committee.

Section 3 - The Secretary shall keep the minutes and records of the Association, and shall perform such duties as are directed by the Association.

Section 4 - The Treasurer shall receive and collect dues and assessments and deposit the same in a bank in the name of "The College Gardens Civic Association", keep an accurate account of all monies received and expended and make reports; make disbursements as authorized by the Association, or by the President with the consent of

the Executive Committee. The Treasurer shall make available the accounts for auditing at the annual election of officers and as directed by the By-Laws. The Treasurer shall keep the Association in compliance with government registration requirements (e.g. assist Association President with filing an Annual MD State Department of Assessments and Taxation Annual Report, Form 1).

### ***Article VIII - Committees***

Section 1 - The Executive Committee shall meet upon direction of the President and shall act for the Association between meetings.

Section 2 - The Executive Committee shall prepare and submit for approval at the Fall General Membership meeting an estimated budget for the ensuing year.

Section 3 - The Executive Committee shall be empowered to incur such expenses as are necessary for the ordinary functions of the Association.

Section 4 - Special committees may be appointed by the President at any meeting.

### ***Article IX - Nomination and Election of Officers***

Section 1 - Nomination and election of officers shall be made at the Spring General Membership Meeting in even-numbered years. Notification of meetings for nominations and elections shall be distributed to the general membership in advance of the meeting.

Section 2 - Such nominations shall be made from the floor.

Section 3 - Election shall be by a majority vote of the members of the Association present and voting. Officers shall be elected for a term of two years. Each office shall be elected independently in the following order - President, Vice President, Secretary, and Treasurer.

Section 4 - Any officer may be removed by two-thirds vote of the members present and voting, provided a quorum is present. Motion for removal may be acted on upon presentation of a signed petition of five per cent (5%) of the members in good standing. However, written notice must be distributed to the members of the Association prior to the proposed removal.

### ***Article X - Meetings***

Section 1 - General Membership Meetings shall be called by the Executive Committee and the Association membership will be notified in advance (e.g. in 2021 meeting announcements were sent electronically at least a month prior to a meeting and physical signs were posted at least a week prior).

Section 2 - Two General Membership Meetings shall be called by the Executive Committee each year. These meetings shall be held in the Spring and the Fall.

Section 3 - Special meetings shall be held upon statement of reasonable cause by (a) the majority of the Executive Committee, (b) the vote of the Association at a General Membership Meeting, or (c) a written petition by five per cent (5%) of the members. The Association membership will be notified in advance as is done for General Membership Meetings.

#### ***Article XI - Quorum***

Section 1 - A quorum for a General Membership Meeting shall consist of members in good standing from ten different households.

Section 2 - In all proceedings requiring a vote of the membership, unless otherwise specified herein, a quorum shall be required and the majority of the members present and voting shall determine the position of the Association with respect to such proceedings.

Section 3 - A quorum for an Executive Committee meeting shall consist of three (3) Executive Committee members.

#### ***Article XII - Financial Records***

Section I - A report of the financial status of the Association shall be presented by the Treasurer at each General Membership Meeting.

#### ***Article XIII - Association Publication***

Section 1 - Association meeting notification and information must be distributed to the Association members prior to general and special meetings.

#### ***Article XIV - Rules of Conduct***

Section 1 - In all proceedings, Robert's Rules of Order Newly Revised shall be authoritative.

#### ***Article XV - Amendment of the By-Laws***

Section 1 - Amendments to these By-Laws shall be proposed in writing through a petition signed by not fewer than ten members, and may be offered at any general meeting. The proposed amendment must be provided in written notification to all member households prior to the next general meeting and shall be voted upon at the second general meeting after publication. A two-thirds vote of the members present and

voting is required for adoption.

***Article XVI - Indemnity***

Section 1 - No director or officer of the College Gardens Civic Association shall be personally liable for any matter or thing resulting from his status as such or from the performance of his duties, except as a result of his gross negligence or willful misconduct.

Section 2 - Any person (or his executors, administrators, heirs, legatees, and/or devisees) subjected to any fine, penalty, or liability, and/or made a party to any claim, action, suit, or proceeding, by reason of the fact that he is or was a director or officer of the Association shall be indemnified by the Association against the amount of any such fine, penalty, or liability and/or the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of any such claim, action, suit or proceeding or any appeal therein as well as the amount of any settlement approved in advance by the Executive Committee with respect to any such claim, action, suit or proceeding. However, there shall be no indemnification to any person for any fine, penalty, liability, or expense incurred as a result of gross negligence or willful misconduct in the performance of his duties as conclusively determined by the Executive Committee.

Section 3 - The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director may be entitled apart from the provisions of this Article.