

# BY-LAWS OF HUNTINGTON TERRACE CITIZENS' ASSOCIATION

## 1 Name, Purpose, and Boundaries

**1.1 Name.** The name of this association shall be the Huntington Terrace Citizens' Association.

**1.2 Purpose.** The Association shall be an unincorporated association formed by residents and homeowners in the Huntington Terrace neighborhood (defined in section 1.3). Its purpose shall be to enhance and promote the safety and quality of life of residents of the Huntington Terrace neighborhood and to preserve and improve the values of properties within the neighborhood. Primary activities include:

- Fostering a greater sense of community through social activities and other events
- Facilitating communication on issues of interest or concern to residents of Huntington Terrace
- Improving the Huntington Terrace neighborhood through safety and beautification efforts
- Advocating and representing the interests of the Huntington Terrace neighborhood before county, state, or federal agencies; non-profit, not for-profit, and commercial interests; adjoining neighborhood associations; and any other relevant entities

**1.3 Boundaries.** This Association shall represent the persons residing in the Huntington Terrace subdivision ( the boundaries of which, for the purpose of this Association, are the south side of Greentree Road, the west side of Garfield Street, the south of Roosevelt Street, and the west side of Old Georgetown Road).

## 2 Membership

**2.1 Eligibility.** Any adult owning or residing on property in the subdivision shall be eligible for membership. The term "adult" shall be defined as any person who is at least 21 years of age.

**2.2 Dues.** The annual membership dues shall be set by the Board of Directors. Membership dues shall be accepted at all regular meetings of the Association as

well as throughout the year.

### **3 Meetings of the Association**

**3.1 Regular Meetings.** Regular meetings of the Association shall be held in January, April, July, and October of each year, or at such other time designated by the Board of Directors. Failure to hold regular meetings shall not cause termination of the Association nor the removal of any officer. The January meeting of each year shall be designated as the annual meeting for the Association. At this meeting there shall be selection of Board members as per 4.1. There shall be at least 10 days' notice of this meeting.

**3.2 Special Meetings.** Special meetings may be called by the President and shall be called upon written requests of ten members. Notice of such meetings shall be given at least four days in advance.

**3.3 Quorum.** A quorum to transact business shall be ten members at regular meetings and special meetings.

**3.4 Voting.** Each member shall be entitled to have one vote in the Association, provided they are current on dues.

**3.5 Proxy Voting.** Each member shall have the right to give his or her proxy to another member for the purpose of voting at any meeting of the Association. Each member shall hold no more than three proxy votes at any meeting. The proxy shall be in writing, dated for the meeting at which it will be applied, signed by the proxy giver, and shall clearly give the name and address of both the proxy giver and the member designated to use it. The proxies shall be presented to the Secretary for inspection, recording in the minutes, and approval no later than the scheduled starting time of the meeting. If the Secretary finds that the proxy meets the requirement of this provision, he or she shall initial the proxy for the designated member to use in all votes at the meeting. It shall be within the sole discretion of the Secretary to accept any proxy after the start of the meeting. Proxies shall not count toward establishing a quorum.

### **4 Officers and Directors**

**4.1 Board of Directors.** The Board of Directors shall be composed of seven members of the Association. The Board shall have control and general management of the affairs of the Association. It shall adopt by quorum of a

majority of Directors such rules and regulations for the management of the Association as they may deem proper, not inconsistent with these By-Laws.

**4.2. Terms.** Directors shall serve a two-year term. The term of office of all Directors may be extended until a successor shall be elected.

**4.3 Elections.** Directors are elected by a majority vote of the members in-person or by proxy at the annual meeting. Four Board members shall be elected in even numbered years and three board members shall be elected in odd numbered years. Elections of Board members shall be conducted by secret ballot.

**4.4 Officers.** The officers of the Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be chosen by majority vote of the Board of Directors at an organizational meeting to be held immediately after the January membership meeting or as necessitated by a vacancy.

**4.5 Duties.**

**4.5.1 President.** The President shall preside at all meetings of the Association or Board of Directors, ensure compliance with the By-Laws, appoint necessary committees, assume day-to-day responsibility for the administration of the Association, and discharge such other duties as maybe required. The President shall be the chief spokesperson for the Association and the Board of Directors, unless he or she delegates the responsibility.

**4.5.2 Vice President.** It shall also be the duty of the Vice President to act as President in the absence of the President or upon his or her request. The Vice President may perform other duties as requested by the Board of Directors.

**4.5.3 Secretary.** The Secretary shall keep the minutes of the Association (regular, special, and board meetings) and keep the official file, and shall perform such other duties as may be requested by the Board of Directors.

**4.5.4 Treasurer.** The Treasurer shall collect and manage all member dues and contributions to the Association, keep a permanent record, and provide a financial report at each meeting. The Treasurer shall maintain a list of the Association's membership. The Treasurer shall distribute funds upon the order of the Association or the Board of Directors.

**4.5.5 Immediate Past President.** The Immediate Past President shall be a member, ex officio, of the Board of Directors and shall be accorded the same rights as any board member but shall abstain from voting. The Immediate Past President shall apprise the Board of commitments and undertakings of preceding boards and shall use his or her experience to assist the current board.

**4.6 Meetings of Directors.** Meetings may be called by the President upon four days' notice. In urgent matters, such a meeting may be called with fewer than four

days' notice. Teleconferences shall also constitute a formal meeting. A majority of the Board of Directors in attendance shall constitute a quorum.

**4.7 Vacancies.** In the event of a vacancy of a Director, the Board of Directors should undertake a search for candidates. Such vacancy shall be filled by a majority vote of the existing Board of Directors. The new Director shall complete the unexpired term of the vacating Director.

## 5 Committees

**5.1 Standing Committees.** The standing committees of the Association shall consist of at least one member appointed by the President, with the advice and consent of the Board of Directors. When there are two or more members of a committee, one of them shall be designated as Chairperson. The standing committees are as follows:

**5.1.1 Communications Committee.** The Communications Committee shall be responsible for informing the community of news, Association activities, and meetings. The Communications Committee shall leverage media to increase Association membership.

**5.1.2 Social Committee.** The Social Committee shall be charged with organizing various community events in the course of the year.

**5.2 Special Committees.** The following special committees shall be appointed by the President, with the advice and consent of the Board of Directors.

**5.2.1 Nominating Committee.** The Nominating Committee shall be appointed by the President at the last regular meeting of each year. The Committee shall nominate candidates for the Board of Directors and provide the list of nominees to the members at least ten days before the annual meeting. Additional nominations for the Board of Directors may be made by any member from the floor at the Annual Meeting.

**5.2.2 Financial Review Committee.** The President shall appoint a Committee whose duty it shall be to review the books of the Association and report to the membership at the January meeting.

**5.3 Other Committees.** The President may, with the advice and consent of the Board of Directors, appoint from time to time such other committees as are desirable to carry on the affairs of the Association. He or she shall outline the duties and responsibilities of each such committee. He or she may also assign additional duties and responsibilities to the standing or special committees

provided for in this article.

**5.4 Other Association Roles.** The President may, with the advice and consent of the Board of Directors, appoint individuals who are members of the Association to carry out specific designated assignments and represent the Association as required.

## **6 Changes to By-Laws**

**6.1 Amendments or Revisions.** These By-Laws may be amended or revised at any regular or special meeting of the Association by two-thirds of the members attending or represented by proxy. The text of any proposed amendments or revisions shall be distributed to the membership at least ten days before the meeting.

## **7 Status**

**7.1 Non-Partisan Status.** The Association shall be non-partisan. The Association shall not endorse, promote, or otherwise support any candidate for any Montgomery County, State of Maryland, or federal office or any political party, political action committee, or similar organizations.

**7.2 Non-profit Status.** The Association shall be an unincorporated, non-profit association.

**7.3 Organizational Status.** The Association shall be voluntary.

Original By-Laws: September 9, 1971

First Amendment: January 18, 1979

Second Amendment: May 16, 1979

Third Amendment: February 28, 2001

Fourth Amendment: May 5, 2014