

CONSTITUTION OF THE HILLANDALE CITIZENS ASSOCIATION, INC

Adopted May 2017

Preamble

We, the residents of Hillandale, located in Montgomery and Prince George's Counties, Maryland, do hereby organize this Citizens Association for the purpose of promoting the general welfare and improvement of our community, and we, therefore, set forth the following Constitution and Bylaws.

Article 1

Name

The Hillandale Citizens Association, Inc., hereafter referred to as the Association, is organized as a non-stock corporation in the state of Maryland.

Article 2

Purpose

This Association is formed for the purpose of promoting Hillandale community improvements and such other activities as may be deemed beneficial to the Hillandale community as a whole.

Article 3

Admission to Membership

Any person 18 or more years of age, who is a bona fide resident within the community limits of Hillandale, as defined in Article 4, shall be eligible for membership. Admission to membership shall depend upon meeting the requirements of eligibility and payment of dues. Members shall be entitled to all privileges of membership, including voting at general meetings and holding office.

Article 4

Boundary of the Association

Section A. Boundary of Hillandale: All property within the following boundaries shall be considered as within the community limits of the Association:

Beginning at the Firehouse (Montgomery County Fire Station 12), thence in northerly direction on New Hampshire Avenue to McCeney Avenue, along McCeney to the westernmost corner of lot 1, Block A (1027 McCeney) of Burnt Mills Knolls, then southeasterly to the side of lot 1 and the rear line of lot 3 (10926 New Hampshire Avenue), thence southwesterly following the rear lines of all houses on the western side of Nolcrest Drive to the Key Middle School activity field, continuing on the contiguous Key line to the rear lines of the three houses at the northwest end of Burnt Ember Drive to the Northwest Branch Park line, thence southerly along the Park line to the Capital Beltway, thence easterly along the north edge of the Capital Beltway line to the Riggs Road,, then north along Riggs Road to the Federal Property fence, then north and then west along the Federal Property fence to the starting point at the Firehouse.

The boundary of the Association is shown on the map displayed in the By-Laws.

Section B. The Association’s area includes the following subdivisions:

| | | |
|-------------------|--------------------------|--------------------|
| Avenel Gardens | Burnt Mills Harper Tract | Burnt Mills Knolls |
| Cresthaven | Crest Park | Hillandale |
| Hillandale Forest | Hillandale Heights | Holly Hall |

Article 5

Dues

Calendar year dues per household shall be fixed by the Executive Committee with the approval of the Members at a general meeting. Payment of dues for any household will entitle all eligible residents thereof to membership. Membership term shall consist of the calendar year in which the dues are paid. Members may prepay dues for future years’ membership.

Article 6

Organization

Section A. Officers: The officers of the Association shall be President, Executive Vice President, Vice President for Programs, Secretary, and Treasurer.

Section B. Executive Committee: The Executive Committee shall be composed of the Officers and four At-Large members duly elected at the annual meeting every other year, the duly-appointed chairpersons of the standing committees, and the immediate Past President.

The Executive Committee shall have the power to act on behalf of the Association on any matter requiring action by the Association before the next general meeting. This Committee will meet regularly, but at least six times per year, on a date to be designated by the President, who shall be the Chairperson of the Committee, and at any other times on call of the President or upon request of any three members of the Committee made to the President.

Section C. At an Executive Committee meeting a quorum shall consist of one-third of the current members of the Executive Committee.

Section D. The act of the majority of the members of the Executive Committee at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section E. Any action required or permitted to be taken by the Executive Committee at a meeting may also be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Executive Committee members and is filed with the minutes of the proceedings.

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 and to cast a deciding vote on any question in case of a tie. If the President is not available, or if for any reason elects not to preside, the Executive Vice President, the Vice President for Programs, or the Secretary (in that preferential order) shall preside as president pro tem. Once each year the President may convene an ad hoc committee of two members of the Association to review the Association's accounts and financial controls and make a report to the Executive Committee thereof.

Section B. It shall be the duty of the Executive Vice President to act in the absence of the President in presiding at meetings and in performing all functions of the Office of the President. The Executive Vice President shall perform such duties as shall be assigned by the President.

Section C. The Vice President for Programs shall serve as the program chairperson and perform such duties as may be assigned by the President.

Section D. It shall be the duty of the Secretary to record the minutes of all meetings, to present the minutes of previous meetings for approval, to keep the official correct copy of the Constitution and By-Laws as part of the Association's record and to conduct such correspondence as may be deemed necessary.

Section E. It shall be the duty of the Treasurer to ensure collection all accounts receivable and debts due to the Association and to safeguard all monies received within depositories approved by the Executive Committee. The Treasurer shall also have the duty of satisfying all accounts payable and debts for which the Association is rightly liable, as determined by the Executive Committee. The Treasurer shall deliver a report of the Association's accounts at each general meeting and when called upon by the President. The Treasurer shall support the special committee convened by the President to review the Association's accounts and financial controls.

Section F. The At-Large members will advise the Executive Committee about concerns of the community of which they become aware, and offer advice on the solution to problems brought to the attention of the Executive Committee.

Section G. It shall be the policy of the Association to expend funds for civic matters or civic improvements only. Such purposes shall not include charitable or health fund drives.

Section H. The Executive Committee must present an operating budget to the Membership for its approval prior to the beginning of the Association's fiscal year.

Article 8

Meetings

Section A. General meetings of the Members and meetings of the Executive Committee shall be held at such places and times as the Executive Committee may designate.

Section B. The annual meeting of the Members, for the election of Officers in alternating years and other business given in the notice of the meeting, shall be held in the spring of each year.

Section C. Special meetings of the Members may be called by the President, or a majority of the Executive Committee Members, or at the request of at least ten Members entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meetings and the matters proposed to be considered. The Executive Committee will arrange for the special meeting to take place within 30 days of receiving the written request.

Section D. Notice stating the place, day and hour of the meeting and, in case of a special meeting the information set forth in above Section C, shall be given prior to the meeting to the Hillandale community.

Section E. Except as otherwise provided by the laws of Maryland or by the Articles of Incorporation, a quorum for the transaction of business at general or special meetings of the Members shall consist of one-third of the members entitled to vote or twenty members, whichever is less, present at the meeting. A quorum for the transaction of business is assumed to be present unless the absence of a quorum is noted by a Member at the meeting.

Article 9

Nominations and Elections

Section A. Nominations: A Nominating Committee of not fewer than three nor more than five members shall be appointed by the President at the general meeting prior to the annual meeting every other year. The Committee will strive to obtain a representative neighborhood geographical distribution of members for the Executive Committee. At least two weeks prior to the annual meeting, the Committee shall place in nomination and publish the name of at least one person for each elective position. At the annual meeting, after the slate of officers and At-Large members has been presented formally for election, nominations may be made from the floor.

Section B. Elections: Election at the annual meeting shall be by voice vote unless there is a call for secret ballot by a Member, in which event election shall be by written ballot. Election shall be by majority of the Members present and voting. In the event only one person is nominated for an office, upon being duly seconded, the Secretary shall record a unanimous vote.

Article 10

Terms of Office

Section A. Elected officers shall take office at the end of the annual meeting at which they were elected and serve for a two-year term or until a successor is duly elected.

Section B. If the President becomes unable or unwilling to serve, the Vice President shall become the President for the remainder of the President's term.

Section C. If any elected officer other than the President becomes unable or unwilling to complete the term of office, the Executive Committee may nominate a replacement to fill the remainder of the term. Any such nomination must be confirmed by a vote of the Membership at the next general meeting of the Association.

Article 11

Indemnification

The Association shall indemnify and hold harmless members of the Executive Committee for results of their actions, negligence, or consequences of their failure to act, whenever they conduct business in good faith of behalf on the Association.

Article 12

Dissolution of the Association

Should a dissolution motion be moved and passed by a two-third majority of the Executive Committee present and approved by a quorum of Members at a general or special meeting, then assets of the Association shall be liquidated and transferred equally to either, (1) neighboring community associations, or (2) by some other plan of disbursement as seen fit by the Executive Committee and approved by the Membership. In no case may any member of the Executive Committee benefit financially from the dissolution of the Association.

Article 13

Amendments

Amendments to this Constitution may be proposed by any Member of the Association. Any proposed amendments shall be considered at the next scheduled general meeting, provided the Association has received written notice of the intention to consider any amendments at least two weeks prior to the meeting. Amendments so proposed shall not be voted upon until the following general meeting. No amendment shall be adopted except by a two thirds majority vote of the Members present. Any amendment passed shall become effective upon passage unless explicitly stated otherwise.

BYLAWS OF THE HILLANDALE CITIZENS ASSOCIATION, INC

Revised to May 2017

Purpose

The following Bylaws are intended to establish procedure for holding meetings of the Association in order for the Association to function as efficiently and economically as possible to promote the goals of the Association as set forth in the Constitution of the Hillandale Citizens Association, Inc.

Article 1

Section A. Order of Business (at general meetings)

Call to Order
Reading of minutes
Treasurer's report
Announcements
Reports of committees
Unfinished business
New business
Adjournment

Section B. The order of business may be modified by the President or the Vice President for Programs, or the President's representative, as deemed appropriate for the particular meeting.

Article 2

Committees

Section A. Standing Committees: The President shall appoint, with the approval of the Executive Committee, the chairperson of each of the following standing committees, who shall serve for two years or until his/her successor has been appointed, or until otherwise released by the Executive Committee, and shall serve as a member of the Executive Committee. A chairperson may not be removed from office without the approval of the Executive Committee. The standing committees are:

| | | |
|---------------------------|------------------------|---------------------|
| Archivist | Housing and Permitting | Welcome |
| Hillandale Beautification | Natural Resources | Zoning and Planning |
| Hillandale Bulletin | Schools | Membership |
| Hillandale Public Safety | Web Master | |

Section B. It shall be permissible for one person to serve as the chairperson of two or more of these standing committees simultaneously.

Section C. In order to broaden the scope and representation of the Executive Committee, community organizations, (e.g. garden clubs or Parents Information Exchange) are invited to nominate members of their organizations to serve on the Executive Committee. Upon approval by the elected members of the Executive Committee, those so nominated will become full members of the Committee.

Section D. Ad Hoc Committees: The President shall appoint chairpersons of ad hoc committees as needed.

Article 3

Duties of the Committees

Each committee shall act on all matters referred to it by the President as promptly as possible and shall be prepared to report at Executive Committee and general meetings.

Article 4

Meetings

Section A. General meetings of the Association shall be held in each of the following months (except as otherwise determined by the Executive Committee): September, November, January, March, and May. These meetings shall be devoted to informal discussion on points of interest to the community, the promoting of community improvements, social activities, and transactions of general business of the Association.

Section B. Whenever the Constitution or the Bylaws mention "in writing," email or other electronic messaging can constitute a writing if it has been customary to communicate between the affected parties by email or other electronic messaging system.

Article 5

Definition of Years

Section A. Dues for membership will be applied on a calendar year basis.

Section B. For financial budgeting and reporting purposes the Association adopts a fiscal year beginning the first of October and ending on September 30 of each year.

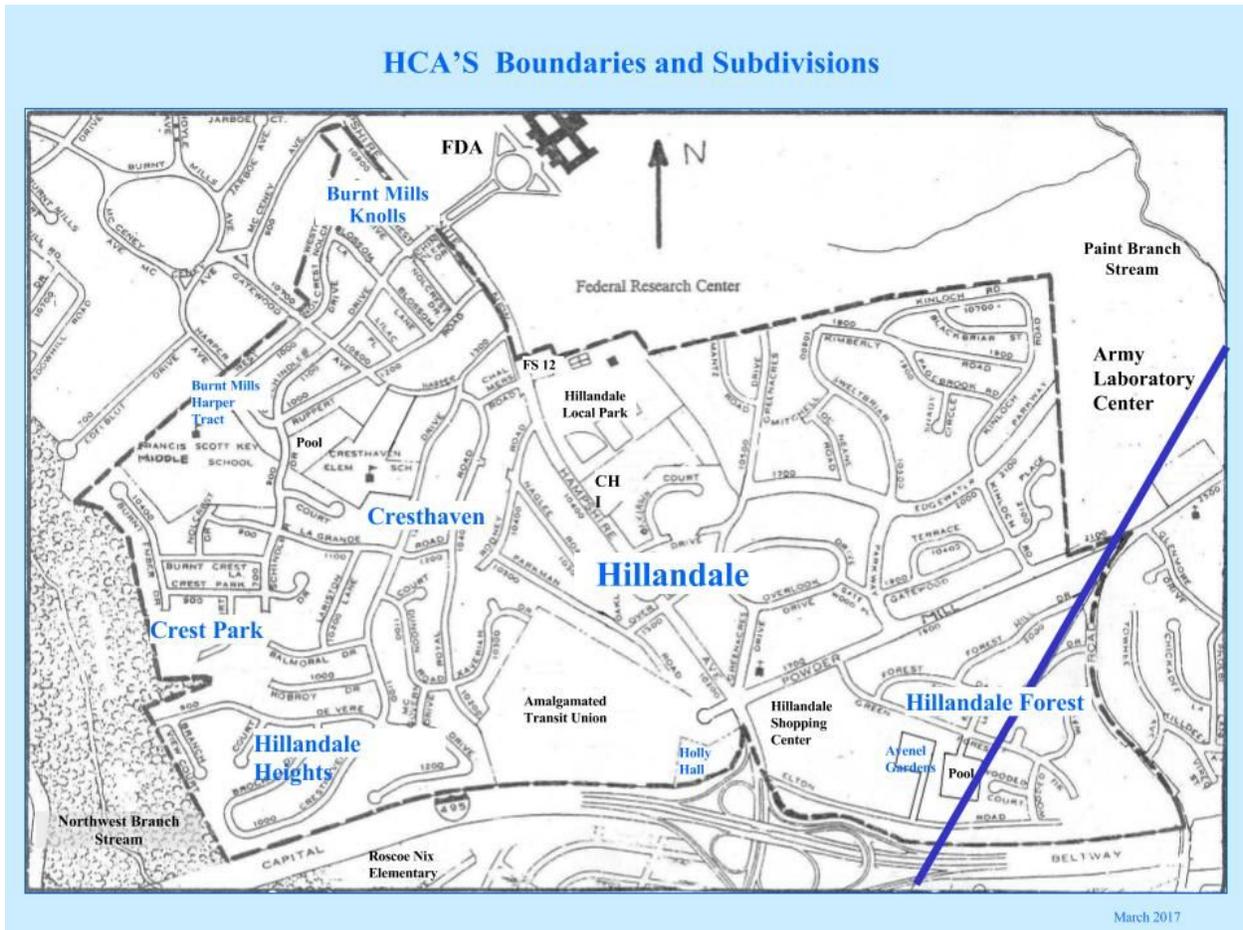
Article 6

Parliamentary Procedure

Roberts Rules of Order, Revised shall be used as authority for parliamentary procedure.

Article 7

Boundary and street map of the Association



Article 8

Amendments

These Bylaws may be amended at any general meeting by a majority of the Members present provided the Association membership has received written notice of the intention to consider any amendments at least two weeks prior to the meeting.