

# **Constitution & Bylaws of the Hillandale Citizens Association, Inc.**

Updated draft: 3/16/25

## **Preamble**

We, the residents of Hillandale, located in Montgomery and Prince George's Counties, Maryland, do hereby adopt this amendment to the organizational Constitution of 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, 501(c)4 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: 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.

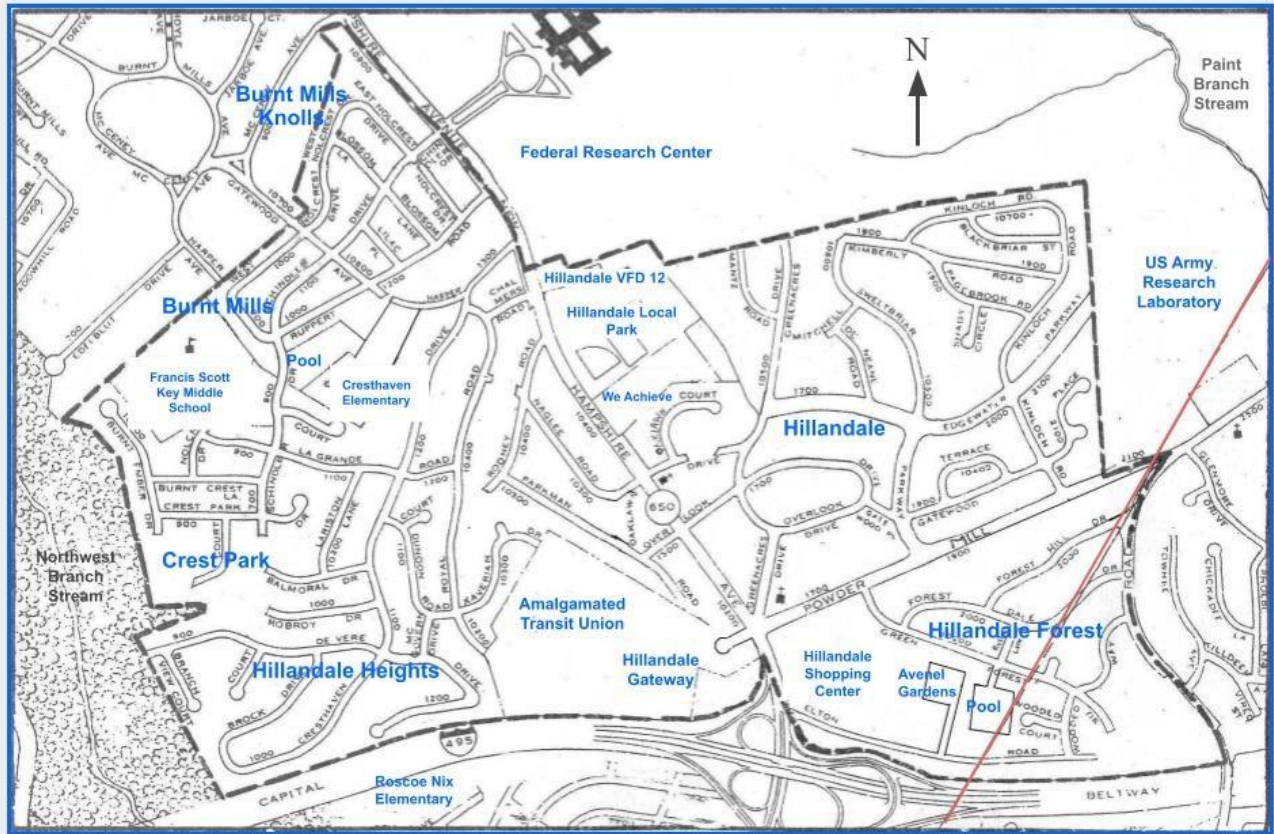
## **Article 4: Boundaries**

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 on the next page:

## HCA'S Boundaries and Subdivisions



July 2025

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

Avenel Gardens  
Cresthaven  
Hillandale Forest

Burnt Mills Harper Tract  
Crest Park  
Hillandale Heights

Burnt Mills Knolls  
Hillandale  
Holly Hall

### Article 5: Dues

Dues per household shall be fixed by the Board of Directors 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 Fiscal Year beginning October 1 of the year in which the dues are paid. Dues are requested in the Fall (beginning of the Fiscal Year), however members may prepay dues for future years' membership.

## **Article 6: Organization**

Section A. Board of Directors: The Board of Directors shall be composed of the five Officers; four Community Representatives; the Chairs of the Standing Committees; and the Immediate-Past President, should they wish to serve on the Board. In addition, the Board of Directors may invite any member in good standing to join the board provisionally, including ad hoc committee chairs and community organizations, such as neighborhood pools. The number of board members may not exceed twenty-five (25) persons.

The ultimate authority of the Association rests with the people of Hillandale, except as they delegate that authority by electing members of the Board of Directors. The Board has the power to act on behalf of the Association on any matter requiring action by the Association before the next general meeting. The Board shall meet regularly, in person or virtually, at least six (6) times per year, on a date to be designated by the President. The Board, who shall be members in good standing in the Association, shall be elected at the same time as the officers at the biennial election meeting.

Members of the Board of Directors shall familiarize themselves with *Robert's Rules of Order, Newly Revised, 12<sup>th</sup> Edition*, especially procedures for presenting motions and voting on motions.

Section B. Officers: The officers of the Association, who shall be members in good standing in the Association, shall be President, Vice President for Programs, Vice President for Membership, Secretary, and Treasurer. These Officers shall be elected to serve for a term of two (2) years. A member in good standing is a Hillandale resident who has paid their annual Association dues.

Section C. Community Representatives: The Community Representatives, who shall be members in good standing in the Association, shall represent: Old Hillandale, West Hillandale, and Hillandale Forest. There shall be two representatives of West Hillandale. The area of West Hillandale is west of New Hampshire Avenue; the area of Old Hillandale is east of New Hampshire Avenue and north of Powder Mill Road; and Hillandale Forest is east of New Hampshire and south of Powder Mill Road. They shall be elected at the biennial election for a term of two years.

Section D. Standing Committee Chairs: The chairs of standing committees, who shall be members in good standing in the Association, shall include: Archives; Beautification; The Bulletin; Housing & Permitting; Membership; Natural Resources; Public Safety; Schools; Website Maintenance; Welcome; and Zoning & Planning. They shall be elected at the biennial election for a term of two years.

Section E. Vacancies: If a vacancy occurs in any elected position, the Board of Directors shall nominate and elect, by plurality vote, a member in good standing of the Association for the unexpired term. This person shall be designated as Interim until their position is approved by the membership at its next general meeting. If such vacancy shall occur in the Office of the President, the Board of Directors shall nominate and elect a current Director to serve as Interim President for the

unexpired term of Office. As above, the person shall be designated as Interim until their position is approved by the membership at its next general meeting.

Section F. Meetings: Board of Directors meetings may be held in person or virtually. At least one week prior to the meeting, the President or Secretary shall distribute a draft meeting agenda and request input on the agenda from the Directors. The President or Secretary shall share the final agenda at least two (2) days prior to the meeting. Whenever possible, the agenda shall include the language of any motion to be entertained during the meeting. A quorum shall consist of one-third (1/3) of the current members of the Board of Directors, and the motion(s), including amendments thereto, shall be passed on a simple majority vote.

Section G. Removal of Attendees: Any officer, standing committee chair, community representative or any other guest or attendee of the Board of Directors at its meetings may be removed from a meeting and suspended for a period, not to exceed one month, by a majority vote of those in attendance at a meeting at any time, with or without cause. Any officer, standing committee chair, community representative or any other guest or attendee of the Board of Directors may be removed from office and/or barred from future attendance by a two-thirds (2/3) vote of the Board of Directors, excluding abstentions, after actual in-person or emailed notice, at any time, with or without cause. The President may unilaterally suspend the Treasurer for a period not to exceed one month at any time, with or without cause.

Section H. Community Involvement in Board Meetings: Any Association member in good standing may attend a Board of Directors meeting so long as they: (a) makes such a request to the President before the meeting, and the President confirms that the meeting room can accommodate the additional person(s); (b) attend as a silent observer unless they (1) request and are invited to comment on a particular issue before the Board; or (2) request to raise a new issue under New Business; also (c) addresses by such guests are limited to five minutes unless the Board approves a motion to entertain additional comments.

Section I. Informal Action: Any action required or permitted to be taken by the Board of Directors at a meeting may also be taken without a meeting. A motion may be circulated by email using [hillandale-board@googlegroups.com](mailto:hillandale-board@googlegroups.com) or any successor account thereafter. The motion shall pass if it obtains a 2/3rds majority vote after being pending 7 days. Members may switch their votes during that 7-day period. Emergency motions may be resolved by unanimous consent as soon as all members respond to the motion.

## **Article 7: Duties and Powers**

Section A. The President shall 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 Immediate-Past President, the Vice President for Programs, Vice President of Membership, or the Secretary (in that preferential order) shall preside as president *pro temp*.

Section B. The Vice President for Programs shall chair a committee responsible for organizing programs for public membership meetings, such as the annual National Night Out celebrations, the Holiday Party, and any other public or social events sponsored by HCA. The committee shall also be responsible for announcing and promoting the public meetings to encourage

attendance. All proposed programs and social events shall be approved by a majority vote of the Board of Directors.

Section C. The Vice President for Membership shall be responsible for managing new membership, recruiting membership, maintaining membership rolls, and resolving membership disputes.

Section D. The Secretary shall: record the minutes of all meetings; present the minutes of previous meetings for approval; keep the official correct copies of the Constitution and By-Laws as part of the Association's records; issue notices of meetings; and conduct correspondence as may be deemed necessary.

Section E. The Treasurer shall ensure collection of all accounts receivable and debts due to the Association and to safeguard all monies received within depositories approved by the Board of Directors. 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 Board of Directors. The Treasurer shall deliver a report of the Association's accounts at each Board meeting and when called upon by the President. The Treasurer shall propose an annual budget for approval by the Board of Directors. The budget shall then be presented to the membership at the annual meeting for ratification. 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.

Section F. The Webmaster shall maintain the Association's website and maintain a database of email addresses of Hillandale residents, both Association members and non-members. This database shall remain private and not available for any use except to notify the community of Association events and other matters of general interest.

Section G. The Editor of the Hillandale Bulletin shall prepare the newsletter for publication in both paper and electronic formats. The Editor shall also maintain a list of Hillandale mailing addresses.

Section H. The Community Representatives shall advise the Board of Directors about concerns of the community of which they become aware and offer advice on the solution to problems brought to the attention of the Board of Directors.

## **Article 8: Nominations and Elections**

At least two months prior to the Election Meeting (general meeting in which an election is held), the Board of Directors shall create a Nominating Committee of three to five Directors. The Committee shall announce the upcoming election to the membership (via email, listserv and/or signage) and solicit interest in serving on the Board. The Nominating Committee shall strive to attract a diversity of individuals and representation from various neighborhoods. At least two weeks prior to the Election Meeting, the Committee shall place in nomination and publish the name of at least one person for each position on the Board of Directors. At the Election Meeting, after the slate of Directors has been presented formally for election, nominations may be made from the floor.

Voting at the Election Meeting shall be by voice vote unless there is a call for a secret ballot by a Member. In that case, election shall be by written ballot. Election shall be by majority of the Members present and voting.

## **Article 9: General Meetings of the Association**

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

Section B. The general meeting of the Membership shall be held in Fall or as soon thereafter as may be convenient. In alternating years, beginning 2025, the meeting shall include an election as described above .

Section C. Special meetings of the Membership may be called by the President, or a majority of the Board of Directors, or on the written petition of at least 12 members of the Association in good standing. Such request shall state the purpose or purposes of the proposed meeting and the matters proposed. The Board of Directors will arrange for the special meeting to take place within 30 days of receiving such written petition.

Section D. Notice to the Hillandale community stating the place, day, and hour of any general meeting shall be given two weeks (14 days) prior to the meeting. Notice of said meetings may be by email, listserv and/or by signage in the neighborhood once the Board determines that such notice is sufficient.

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 10: Indemnification**

The Association shall indemnify and hold harmless members of the Board of Directors 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 11: Dissolution**

Should a dissolution motion be moved and passed by a two-third majority of the Board of Directors 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 Board of Directors and approved by the Membership. In no case may any member of the Board of Directors benefit financially from the dissolution of the Association.

## **Article 11: 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**

Updated draft: 3/16/25

## **Purpose**

The following Bylaws are intended to establish procedure for holding meetings of the Association in order for it 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: General Order of Business at Meetings**

- Call to Order
- Attendance
- Approval of Minutes
- Treasurer's Report
- Officer/Committee Reports
- Old Business
- New Business
- Announcements
- Adjournment

The order of business may be modified by the President or the Vice President for Programs as deemed appropriate for the particular meeting.

## **Article 2: Dues**

Dues shall be \$30 per year and may be paid in one- or two-year terms. Dues may be increased by the Board of Directors, with approval of the Membership at a General Meeting. Increases may, at the decision of the Board, apply only to new payments.

## **Article 3: Meetings**

General meetings of the Association shall be held three times a year in Fall, Winter, Spring, plus such other times as the Vice President of Programs proposes with the approval of the Board of Directors.

## **Article 4: Definition of Years**

For financial budgeting and reporting purposes, the Association adopts a fiscal year beginning the first week of October and ending on September 30 of each year. The membership term and dues follow the same Fiscal Year, beginning October 1 of the year in which the dues are paid.

**Article 5: Parliamentary Procedure**

*Robert's Rules of Order, Newly Revised, 12<sup>th</sup> Edition* shall be used as authority for parliamentary procedure at both general Association meetings and meetings of the Board of Directors

**Article 6: Amendments**

These Bylaws may be amended at any Board meeting by a majority of the Board of Directors present provided the Board membership has received notice at least two weeks prior to the meeting. If a Member in good standing wishes to propose revisions to the Bylaws, they can state so, in writing, and present their proposal to the Board at its next meeting.