

Linden Civic Association Constitution and By-Laws

ARTICLE I: Name and Purpose and Association Year

Section 1: The name of this organization is the Linden Civic Association, hereinafter referred to as the “Association”.

Section 2: The boundaries of the Association are:

North: Capital Beltway (Interstate 495)

East: Georgia Avenue

South: North sides of Seminary Road, Linden Lane and Brookville Road

West: B & O Railroad tracks

Section 3: Hereinafter, the area within these boundaries is referred to as “Linden” or “the community”.

Section 4: The purpose of the Association is to promote the general welfare of the community and to serve as a means of cooperating with associations of citizens in other areas and with such other organizations as may promote the common good of the members.

Section 5: The Association year begins January 1 and ends December 31 of the same calendar year.

ARTICLE II: Membership and Voting Rights

Section 1: All adult (18 or older), residents/property owners of Linden are eligible for membership in the Association. Those so eligible may become members upon payment of annual dues, and their rights to enjoy the benefits of membership will continue during all subsequent periods for which their dues are paid currently.

Section 2: Persons who are non-resident owners of habitable residential property in Linden are eligible for **one membership**, regardless of the number of properties owned in Linden.

Section 3: Subject to the foregoing, the holder of each membership is entitled to one vote on any matter coming before the general membership for decision (including elections). Members also receive the following privileges:

- Access to the LCA listserv (groups.yahoo.com/lindencivic)
- Access to the LCA Web site (www.lindencivic.com)
- Opportunity to participate in LCA-sponsored events

Section 4: Neither absentee voting nor voting by proxy shall be permitted. Voting shall be by voice unless the presiding officer or a majority of members present direct otherwise.

Section 5: Votes to elect or remove individuals from office: Notwithstanding sections 1-4, such votes shall be by secret, written ballot; and the right to vote in these circumstances is restricted to those whose memberships were in effect with annual dues paid in full as of the earlier of (a) the date of nomination or motion to remove from office or (b) October 1 of the current calendar year.

ARTICLE III: Dues, Special Assessments, and Donations

Section 1: Annual dues, which provide membership during the calendar year (or remainder thereof) for which they are paid, will be collected in the amounts specified in the by-laws.

Section 2: Any motion to levy a special assessment on members must be announced in advance in the Association newsletter, delivered to members not less than three weeks before the meeting in which the motion will be considered. An affirmative vote of not less than two-thirds of ballots cast will be required to approve any special assessment.

Section 3: Donations may be accepted by the Association, with the following parameters for approval:

- \$0.01 to \$100.00 – no prior approval required for acceptance
- \$100.01 to \$500.00 – requires approval by vote of the Executive Committee
- \$500.01 and greater – requires approval by vote of the general membership

ARTICLE IV: Meetings and Quorum

Section 1: General membership meetings will be held at intervals set forth in the by-laws.

Section 2: Additional general membership meetings may be called by a majority consensus of the officers or by a majority vote of the executive board or by the president upon written request of twenty members.

Section 3: A quorum at any general membership meeting will be seven members, of which two must be officers.

Section 4: A quorum at any Executive Committee meeting will be fifty percent of the committee's members. Votes on matters of Association policy at Executive Committee meetings will carry with a simple majority vote.

ARTICLE V: Officers

Section 1: The officers of the Association will be a president, a vice president, a secretary and a treasurer. Notwithstanding other provisions in this constitution, each will serve for a one year term, which may be multiple and/or consecutive without limit, or until his or her successor is duly elected and installed in office.

Section 2: The president of the Association will preside at all meetings and may vote on any motion only in the event of a tie. He or she will appoint the members of all standing and special committees and will be an ex-officio member thereof. He or she will be authorized to call upon any qualified individual to advise the Association. The president may approve disbursement of funds up to limits specified in the by-laws.

Section 3: The vice-president will assist the president in the discharge of his or her duties and will perform the duties of president in the latter's absence.

Section 4: The secretary shall record the minutes of the Association's general membership and Executive Committee meetings. All records of the Association, except those pertaining to the office of the treasurer, shall be preserved by the secretary and transferred to his or her successor in office. The secretary shall also maintain a roll of all members, and shall assist the president in the preparation of notices and correspondence. In the event of the absence of both the president and vice president from a scheduled general membership meeting, the secretary will be the presiding officer.

In the secretary's absence, the presiding officer will designate another member from among the officers or Executive Committee members present to record the minutes.

Section 5: The treasurer shall collect and be the custodian of all funds of the Association. He or she shall maintain an accurate record of dues, receipts, and disbursements. The incumbent shall make no major disbursements from the Association funds except for purposes approved by the president, Executive Committee, or membership, within amount limits stipulated in Section 3 of the by-laws. The treasurer shall maintain an account in a bank in the Association's name. In the event of the absence of the president, vice president, and secretary from a scheduled general membership meeting, the treasurer will be the presiding officer.

Section 6: Audit of Association financial records: Prior to the installation of a new treasurer or at the incumbent treasurer's request or by majority vote of the Executive Committee, the president shall appoint a special audit committee of three members to audit the books and funds of the treasurer in a timely fashion. A report of this committee's findings, including the date(s) of the audit and names of the treasurer and of those performing the audit, will be reported in writing to the general membership, which may be via the Association newsletter. The audited books and funds shall be transferred to the new treasurer within 30 days of his or her election.

ARTICLE VI: Election of Officers

Section 1: Nomination of a candidate for election as an officer for the ensuing Association year may be made from the floor at a general membership meeting not later than October.

Section 2: Nomination of a candidate for election as an officer for the remainder of the current Association year if an office is vacated prior to expiration of term may be made from the floor at a general membership meeting.

Section 3: At such meeting, the nominator and the member seconding the nomination, who must be two distinct members, must both be present and their dues for the current calendar year must be paid in full. The names of nominees, as well as the date, locations, and duration of the balloting, shall be published to the membership not less than *two weeks* prior to a later election meeting. No nominations for any office shall be presented without the confirmed acceptance of the nominee in person or in writing. All nominees must have paid their current year's membership dues to be placed on the ballot for any general or special Association election.

Section 4: When a nomination is made to fill the unexpired term of a vacated office, the election shall be held no earlier than a general membership meeting scheduled by the Executive Committee for the following calendar month.

Section 5: Elections to office for the ensuing Association year shall be held on a date in November of the current calendar year as designated by the Executive Committee.

Section 6: Write-in candidates will be permitted on the secret, written ballots, but only candidates who were nominated in accordance with Section 1 of Article VI may be named or described in Association media prior to the election meeting.

Section 7: Election Procedures: On the date of the election, each member must present a form of valid personal identification that is consistent with the name carried on the membership rolls and incorporates the member's signature. Each member will be required to sign in and present this identification before being given a ballot to cast.

Section 8: The nominee for any office who receives the largest number of votes shall be elected to that office.

Section 9: In the event two or more nominees for an office are tied for the largest number of votes, all other nominees for the office shall be dropped from the ballot and re-balloting shall be conducted between the tied nominees. If one re-balloting results in another tie, the incumbent Executive Committee members present shall break the tie by secret written ballot, except that, if a tied candidate is a member of the Executive Committee, he or she may not participate in the Executive Committee's tie-breaking vote.

ARTICLE VII: Committees

Section 1: The committees of the Association shall be the Executive Committee and such standing and special committees as become necessary.

Section 2: The Executive Committee shall consist of the officers and no more than nine (9) other members, appointed by the president. The Executive Committee shall prepare material for Association consideration and review progress on tasks pending. It shall be empowered to conduct emergency and ordinary business of the Association, and it may act on policy matters, consistent with the constitution and by-laws. Meetings of the Executive Committee may be called at the discretion of the president or the written request of three members of the Executive Committee.

Section 3: The Executive Committee will appoint such standing and *ad hoc* committees as it deems appropriate. Committee members shall serve for one year or until their successors are appointed. The president shall also be authorized to appoint or dissolve *ad hoc* committees at any time, and he/she will advise the Executive Committee of such actions.

ARTICLE VIII: Representation

Section 1: No member of the Association may purport to represent the Association and its members in a public forum without the expressed consent of the Executive Committee. Consent can be given verbally or in writing.

Section 2: Neither the Association or its leadership (Executive Committee), shall provide a formal endorsement for any candidate for public office in local, state, and federal government. The Association and its leaders and members reserve the right to comment on or act in response to issues or actions that stand to impact or affect the Linden community.

Section 3: Any former officer or Executive Committee member who later seeks public office may not cite his or her past involvement with the Association in a manner implying endorsement of candidacy. Such reference to the prior Association position is restricted to factual reference in a personal biographical statement or reference on a curriculum vitae or similar document.

ARTICLE IX: Removal of Member from Office

Section 1: In order to initiate the process for removing a member from his or her office, twenty members must present a resolution in writing at a general membership meeting, provided however, that the resolution shall set forth the specific grounds for removal. Any member may be removed from elected office for cause by a two-thirds vote of the members present and eligible to vote (as stipulated in Article II – Membership and Voting Rights), at a general membership meeting following the previous meeting where a resolution to remove an officer is introduced.

Section 2: If available, the subject of the resolution will be entitled to at least the same opportunities to present his or her positions as have been provided to those presenting the resolution.

Section 3: Any special or general membership meeting called for purposes of a removal vote must occur within 45 days of the presentation of a resolution to remove a member from office.

ARTICLE X: Amendments

Section 1: Any proposed amendment to this constitution shall be submitted in writing by twenty members at any regular meeting. Such amendment shall lie on the table until the next meeting, when it shall require a two-thirds vote of the members present and voting for adoption, provided that a copy of the suggested amendment shall be distributed to the membership at least *two weeks* prior to the meeting at which the vote is taken.

Section 2: Any amendment to the by-laws shall be adopted in the same manner as set forth in Section 1 of this article, except that it shall be adopted by a majority (rather than two-thirds) of the members present and voting.

BY-LAWS

Section 1: At general membership meetings, business shall be conducted using Robert's Rules of Order as a framework, at the discretion of the presiding officer, provided there is no objection from the floor.

Section 2: Annual dues (payable for a full or partial calendar year of membership) will be \$10 per member. The membership dues for senior citizens (those persons 62 years of age or older), will be \$5. Membership is non-transferable.

Section 3: The Association may make expenditures from its funds in furtherance of Association business, subject to the following thresholds for approval of disbursements:

- Expenditures of \$100.00 or less require the authorization of the president or the executive board or the membership (the last acting at a general membership meeting).
- Expenditures of more than \$100.00 but not to exceed \$500.00 require the authorization of the executive board or the membership (the last acting at a general membership meeting).
- Expenditures of more than \$500.00 require the authorization of the membership at a general membership meeting.

Section 4: General membership meetings will be held at least quarterly.

Section 5: The officers may alter the date of any general membership meeting, subject to notification of the general membership.

Section 6: The Executive Committee may table or postpone motions at regular or special meetings of the general membership.

Section 7: Notification of regular and special meetings shall be made by e-mail, newsletter, flyer, signage, or other means as determined by the Executive Committee.

Section 8: Copies of the constitution, by-laws, and amendments thereto will be available on the Association's Web site or by written request to the secretary.