

Bylaws of the Twinbrook Community Association of Rockville, MD, Inc.

Amended February 26, 2019

Article I. Name and Boundaries

Section 1.01

The name of the organization will be the Twinbrook Community Association, Inc., hereinafter referred to as the Association or TCA.

Section 1.02

The Twinbrook area will be defined as that area within the city limits of Rockville, MD, between the WMATA/CSX train right-of-way and Baltimore Avenue, west of Rock Creek Park and east of First Street. Additionally, all residential areas between Baltimore Road and Norbeck Road, west of Twinbrook Parkway. An approximation of the area defined can be seen at the following URL (<https://goo.gl/KX6KVy>) or in the map included in Section 1.03.

Section 1.03

The map below provides an approximation of the area defined as “Twinbrook” within these by-laws and represented by the Association.



Article II. Purpose

The purposes of the Association shall be as follows:

- 1) To advance the interests and welfare of the Twinbrook community and the individuals residing therein;
- 2) To maintain and improve the quality of life for residents of the Twinbrook community;
- 3) To represent the interests of the Twinbrook community before the city, county, and state governments on matters of concern as reflected by the opinions expressed by the Twinbrook residents;
- 4) To provide a public forum for the presentation of ideas and opinions of the membership; and,
- 5) To serve as a communication link between the residents of the area and to promote and enhance that communication, using all available means to that end.

Article III. Membership and Dues

Section 3.01

The membership will consist of the following types of members:

- A) *Resident Member* - Membership in the Association shall be open to every household or residence of the Twinbrook area. Any person 18 years or older residing within the boundaries of Twinbrook as described in Article 1, who has paid current membership dues, may become a member.
- B) *Non-Resident Member* - Any person 18 years or older who owns property in Twinbrook but does not reside within the Twinbrook neighborhood may pay dues and become a non-resident member. Additionally, any person 18 years or older residing outside the Twinbrook neighborhood may petition for membership if recommended to the Executive Committee by a current Resident member. The Executive Committee shall consider the petition and make a recommendation for the full membership who shall determine the application by a majority vote of the members present at the next general meeting of the Association.

Section 3.02

The amount of annual membership dues will be decided by a vote of the Executive Committee (as described in Article V) as part of the annual budget process. The term of membership will run from January 1st to December 31st of any given year. Memberships will be in effect from the date the membership is paid to December 31st of that year and shall be prorated by month of submission at the time of payment. Association dues may be paid at the meeting designated for the election of officers and any Resident Member who has paid dues must be allowed to participate and vote in the designated election meeting.

Article IV. Officers

Section 4.01

The Officers of the Association will consist of a:

- a) *President* who shall preside over all meetings of the membership and the Executive Committee and shall be responsible for organizing the Executive Committee and in ensuring that the business of the Association proceeds smoothly and efficiently;
- b) *Vice-President* who shall assist the President in carrying out the business of the Association, and, in the absence of the President, shall perform the duties of the President;
- c) *Secretary* who shall be responsible for keeping the minutes of the meetings of the Executive Committee and all other meetings of the Association;
- d) *Treasurer* who shall collect the membership dues and other revenue, deposit such revenue in a bank account in the name of the Association, make disbursements as authorized by the President and the Executive Committee, and keep an accurate account of all monies received and disbursed for reporting purposes;
- e) *Member-at-Large (North)* who shall reside within the Twinbrook community north of Veirs Mill Road, participate in the Executive Committee Meetings, and represent the general membership on issues of interest or concern, particularly those that arise pertaining to his/her area of representation;
- f) *Member-at-Large (South)* who shall reside within the Twinbrook community south of Veirs Mill Road, participate in the Executive Committee Meetings, and represent the general membership on issues of interest or concern, particularly those that arise pertaining to his/her area of representation; and,
- g) *Immediate Past President* who shall participate in Executive Committee meetings, and be available to the President and the Executive Committee for counsel regarding Association programs and policies based on experience gained through tenure and position of leadership.

Section 4.02

Officers must be Resident Members of the Association at the time of election.

Section 4.03

Officers will be elected for one-year terms (subject to Section 4.02) at the meeting of the general membership designated for the election of officers, typically in April. Installation shall occur immediately following the vote. Individuals may serve no more than two consecutive terms in a single office designated in Section 4.01.

Section 4.04

A vacancy created in the Presidency will be filled by the Vice-President. Any other vacancy among elected officers will be filled for the remainder of the one-year term by a majority vote of the Executive Committee.

Section 4.05

The duties of the officers will be as set forth in the latest edition of Robert's Rules of Order where they are not inconsistent with the by-laws of the Association, specifically Section 4.01.

Section 4.06

No member may hold more than one office listed in Section 4.01 at any one time.

Article V. Executive Committee

Section 5.01

The Executive Committee of the Association will consist of the elected officers as described in Section 4.01.

Section 5.02

The functions of the Executive Committee will be to:

- a) manage of the business of the Association;
- b) exercise the powers and conduct the affairs of the Association;
- c) determine the policy of the Association;
- d) arrange for the implementation of established policy;
- e) gather resident opinion and take appropriate action;
- f) monitor governmental activity;
- g) ensure the dissemination of pertinent information to the community at large; and,
- h) review the budget and ensure financial viability of the organization.

Section 5.03

The Executive Committee will meet at least once every eight weeks, allowing for no more than two recesses per year, and allowing for meetings of special purpose.

Section 5.04

Executive Committee meetings may be called by the President or by three members of the Executive Committee notifying the President of their desire to hold such a meeting.

Section 5.05

A quorum will consist of a majority of the Executive Committee. All members of the Executive Committee will be entitled to an equal vote on all issues.

Section 5.06

All questions within purview of the Executive Committee will be decided by a majority vote of those Committee members present, except as specified elsewhere in these by-laws.

Section 5.07

Executive Committee meetings will be open for general membership attendance and publicized whenever possible. Minutes of the Executive Committee shall be made available to the general membership through the TCA website or other communication channels as appropriate.

Section 5.08

Any member of the Association may request a hearing before the Executive Committee on any relevant issue.

Section 5.09

The President, with approval of the Executive Committee, will have the power to create ad hoc committees and appoint chairpersons for the ad hoc committees as necessary. These committees will present their plans to the Executive Committee as appropriate.

Article VI. Removal From Office

Section 6.01

The President, with the approval of the Executive Committee, may remove any appointee from office or abolish any ad hoc committee at any time deemed appropriate.

Section 6.02

Removal of any officer may be requested by petition of any three members of the Executive Committee. Removing any officer will require a two-thirds vote of the Executive Committee.

Section 6.03

Any officer so removed shall not be eligible for election to any office within the Association or appointment to the Executive Committee for the following three years.

Section 6.04

No elected public official will be eligible to hold any TCA office or serve as a member of the Executive Committee.

Article VII. Standing Committees

Section 7.01

The Executive Committee may establish such committees as it deems necessary to execute the Association's purpose as stated in Article II. At the of the adoption of these by-laws, the Standing Committees of the Association shall be:

- a) Land Use
- b) Communications (including printed material and management of the TCA's official website <https://www.twinbrookcommunity.org/>)
- c) Education

- d) Environment (including parks)
- e) Membership & Outreach
- f) Public Safety
- g) Traffic and Transportation

Section 7.02

A Chairperson for each Standing Committee will be appointed by the President subject to majority approval of the Executive Committee. Chairpersons will serve until they provide a written resignation to the Executive Committee. Inactive Chairpersons may be removed by a majority vote of the Executive Committee.

Section 7.03

Chairpersons of a Standing Committee may be Resident or Non-Resident Members of the Association.

Section 7.04

Chairpersons of a Standing Committee may participate in Executive Committee and General Membership meetings as appropriate, advocate on issues within their purview that come before the Executive Committee, and act as representatives of their Committee within the Association and to the City when authorized by the Executive Committee. Members of the Executive Committee will be designated as liaisons to the various Standing Committees at the discretion of the Executive Committee.

Section 7.05

Standing Committees will present their budgets and plans for action to the Executive Committee for approval when appropriate.

Article VIII. Meetings of the General Membership

Section 8.01

A general meeting of the Association shall be held monthly, allowing for no more than two recesses per year. This meeting shall be held on the last Tuesday of the month, unless otherwise provided for by the Executive Committee, and open to all residents of Twinbrook. The Executive Committee shall organize and publicize all meetings, establish the agenda, invite outside speakers of interest to the community, and otherwise arrange the details of all meetings. Agenda items may be proposed by any member of the Association by submission to the Executive Committee or motion at any general meeting of the Association.

Section 8.02

Publication of the date, time, and location of general meetings will be made at least one week prior to the meeting date. A general meeting will be considered published once the meeting date is added to the official TCA website.

Section 8.03

Agendas will be provided at all general meetings, and, whenever possible, an agenda shall be made publicly available no less than one week prior to any general meeting. Agendas are subject to change at the discretion of the Executive Committee.

Section 8.04

The President or three members of the Executive Committee may call a meeting of the General Membership pursuant to the notice requirements as set forth in this Article.

Article IX: Annual Election of Officers

Section 9.01

The annual meeting of the general membership held in April shall be designated for the purpose of electing officers of Association. The election of officers may be postponed only upon a two-thirds vote of the Executive Committee. If elections are not held at the April meeting of the Association, elections must be held at the next general meeting of the Association. Prior to the election, the President may deliver a report on the state of the Association to the membership.

Section 9.02

All members present will constitute a quorum but voting for officers will be restricted to Resident Members.

Section 9.03

Eligibility to vote will be determined by a check of the membership rolls and establishment of residency (e.g., bill with local address, etc.) if necessary.

Section 9.04

The Executive Committee will serve as the Nominating Committee for officer elections.

Section 9.05

The Nominating Committee will solicit, receive names, and select at least one nominee for each elected office. Upon consent of the nominees, the Nominating Committee will present the names in nomination to the membership prior to the designated election meeting. Additional nominations may be made from the floor at the designated election meeting from any Resident or Non-Resident member.

Section 9.06

All Resident Members shall be eligible to serve as officers of the Association.

Section 9.07

Nominees shall have the opportunity to advocate for their election to the membership prior to the vote at the designated election meeting.

Section 9.08

Elections shall be conducted according to a simple majority vote for each office by a show of hands. The Secretary shall record the vote counts in contested elections and ensure accurate recording of the votes.

Section 9.09

To improve accessibility and ease participation, the Executive Committee shall have the ability to establish policies for absentee and/or electronic voting, subject to a vote of approval by the general membership no less than 30 days prior to the designated election meeting.

Article X. Procedure

Section 10.01

The order of business at meetings of the general membership, the Executive Committee and other committees will be as set forth in the latest edition of Robert's Rules of Order. If the Rules and these by-laws conflict, the by-laws will govern.

Section 10.02

The Association will adopt an operating budget within the first quarter after the installation of new officers.

Section 10.03

The fiscal year of the Association will run from January 1st through December 31st of each year.

Section 10.04

Expenditure of Association funds other than those approved in the budget will require the approval of the Executive Committee. The Executive Committee may delegate certain Association members to make payments less than \$150 dollars on its behalf, provided a full accounting of any expenditures, including receipts, is provided to the Executive Committee at their next meeting. The Treasurer shall establish other fiscal procedures at his/her discretion.

Section 10.05

The agenda of general monthly meeting of the Association shall include a report by the Treasurer on the state of the Association's finances. The report shall be made in writing and include, at a minimum, the following items:

- a) The Association's income since the previous monthly membership meeting;
- b) The current balance of funds, as of no more than one week prior to the meeting;
- c) All Association expenses incurred since the previous monthly membership meeting; and,
- d) The current status of any state or local tax filings, as appropriate.

Article XI. Communications and Advocacy

Section 11.01

The Association will annually provide the membership with a report on issues and activities relevant to the Twinbrook community and the Association, especially all major policy decisions and actions of the Executive Committee (Annual Report). This Annual Report may coincide with the meeting designated for the election of officers.

Section 11.02

The Executive Committee shall appoint an Association member to act as the Editor of the Annual Report, with contributing help from the membership and other interested parties.

Section 11.03

The Executive Committee reserves the right to review any advertisements submitted for the Annual Report as to appropriateness of content and consistency with the Association's stated goals.

Section 11.04

The Executive Committee shall determine what other means will be used to communicate with the membership and outside organizations. The Executive Committee may delegate such responsibility to the Communications Chair or other appointee as appropriate.

Section 11.05

Official Association communication channels, such as the website, email, or social media, shall be reserved for issues of immediate concern to the Twinbrook community. Only members of the Executive Committee may communicate and advocate on behalf of the Twinbrook community through these channels consistent with the Association's stated goals, including publicizing meetings, informing the community of Association activities, and soliciting input from community members. Committee chairs and others may be allowed access to Association communication channels at the discretion of the Executive Committee. Improper use of any Association communications, including social media, shall be grounds for removal from office and/or a revocation of membership.

Section 11.06

The Association shall maintain a strict policy of neutrality concerning any candidate for public office to preserve its position as an honest broker of information to the Twinbrook community. The Association shall not endorse or advocate on behalf of any candidate for elected office. No elected government official shall be allowed to hold any officer position detailed in Article IV within the Association or be allowed to remain as an officer within the Association after taking office. Nothing in this Section or in the by-laws generally shall be understood to limit the ability of the Association to hold candidate forums or invite elected officials to address the membership on issues of concern. However, the Association shall not endorse, support, or otherwise favor any candidate for elected office.

Section 11.07

As an honest broker, the Association shall generally maintain a policy of neutrality concerning any proposed development or other issue of concern to the community. Only by a majority public vote of those Residential Members present at two successive regular membership meetings or by a two-thirds vote of the Executive Committee shall the Association take a

position on any specific development proposal of concern to the Twinbrook community. The Executive Committee shall endeavor at all times to provide the community with accurate and appropriate information regarding any major development projects or proposals, either private or government sponsored.

Section 11.08

Only Executive Committee members are allowed to advocate on behalf of the Association to government entities and the media, though the Executive Committee may designate other Association members, such as Committee Chairs, to communicate on behalf of the Association. When communicating with government entities or media outlet, designated Association members should identify themselves by office or position and indicate that they are advocating on behalf of the Association and the Twinbrook community.

Article XII. Amendment of the By-laws

Section 12.01

These by-laws may be amended by submitting a proposal in writing to the Executive Committee. The proposed by-law amendment shall be reviewed by the Executive Committee and circulated to the Association membership no less than one week prior to the next scheduled meeting of the Association. Discussion of the amendment shall be a required agenda item at this meeting of the Association. Voting on the amendment shall take place at the next subsequent meeting of the Association or at this the initial meeting where the amendment is discussed with the approval of a majority of the Executive Committee. Amendments to the by-laws may be submitted by any member of the Association.

Section 12.02

A two-thirds vote of the membership present shall be required to adopt any amendment to these by-laws.

Article XIII. Distribution of Assets Upon Termination

Section 13.01

In the event of termination or dissolution of the Association, the Executive Committee shall distribute any remaining assets equally to the official Parent-Teacher Associations of Meadowhall Elementary School and Twinbrook Elementary School.

THESE BYLAWS ADOPTED FEBRUARY 26, 2019 BY THE OFFICERS, EXECUTIVE COMMITTEE, AND RESIDENT MEMBERS OF THE TWINBROOK COMMUNITY ASSOCIATION, INC.

In witness thereof: _____

Marissa Valeri, President

_____ Michael Glynn, Vice-President
_____ Patricia Kallas, Secretary
_____ Lou Kallas, Treasurer
_____ James Hedrick, Member At-Large (North)
_____ Michael Stein, Member At-Large (South)
_____ Christina Ginsberg, Past-President (Absent)