

Edgemoor Citizens Association, Inc.

BYLAWS

Article I NAME

The name of the Corporation shall be Edgemoor Citizens Association, Inc. The Corporation shall be non-profit and shall issue no stock.

Article II PURPOSES

The purposes for which the Corporation is formed are to:

1. Advance and protect the interests of the residents within the membership area of the Corporation;
2. Maintain an attractive and safe neighborhood environment;
3. Foster interest in the civic affairs of the community; and
4. Otherwise promote the general welfare of the greater Edgemoor community.

Article III OFFICES AND RESIDENT AGENT

1. The principal office of the Corporation shall be located at 7408 Fairfax Road, Bethesda, MD 20814. The principal office of the Corporation may be changed from time to time by the Board of Directors.

2. The resident agent of the Corporation shall be Alysa Emden, who resides at 5216 Edgemoor Lane, Bethesda, MD 20814. The resident agent of the Corporation may be changed from time to time by the Board of Directors.

Article IV BASIC POLICIES

1. The Corporation shall be noncommercial, nonsectarian and nonpartisan, and it shall not discriminate on any basis.

2. The name of the Corporation and/or the names of any member of the Board of Directors in their official capacities shall not be used in any connection with any commercial concern or with any partisan interest or for any purpose not related to promotion of the purposes of the Corporation, except with prior approval of the Board of Directors.

3. The Corporation may cooperate with other similar organizations to advance the welfare of its members, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation without prior approval by the Board of Directors.

4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

5. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

6. Upon the dissolution of the Corporation, no member shall be entitled to any distribution of division of its remaining assets, and after payment or adequate provision for the payment of the debts and obligations of the Corporation, any remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article V MEMBERSHIP AND DUES

1. The membership area of the Corporation shall consist properties contained within the following boundaries (the "Membership Area"); the south curb of Wilson lane between a point approximately 500 feet west of Moorland Lane and Arlington Road; the west curb of Arlington Road between Wilson Lane and Elm Street; the north curb of Elm Street between Arlington Road and Clarendon Road; the west curb of Clarendon Road between Elm Street and Fairfax Road; the west curb of Fairfax Road between Clarendon Road and Bradley Boulevard; the north curb of Bradley Boulevard between Fairfax Road and Glenbrook Road; the western boundaries of those properties with addresses on the western side of Glenbrook Road between Bradley Boulevard and the right of way of Hampden Lane and the western boundaries of those properties with addresses on Hampden Lane between Glenbrook Road and Moorland Lane.

2. General members of the Corporation shall consist of all those persons over the age of 21 who reside within the Membership Area of the Corporation.

3. Voting members of the Corporation shall consist of all those general members who own or currently reside pursuant to a valid lease in homes within the Membership Area having paid the annual dues prescribed by the Board of Directors. Membership in the Corporation is not transferrable or assignable.

4. Membership dues shall be set annually by the Board of Directors. All dues payments are non-refundable, and shall not be pro-rated.

5. Any general member of the Corporation may attend and speak at its meetings, but only voting members shall be entitled to vote thereat. There shall be no proxy voting.

6. The membership year of the Corporation shall be the calendar year.

Article VI OFFICERS

1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. The duties of such officers shall be fixed by the Board of Directors.

2. Officers shall be elected by the voting members at the October meeting of the Corporation and shall serve for a term of two years, or until a successor is chosen. The term of each officer shall expire in October of each odd numbered year. Officers shall be voting members of the Corporation at the time of their election.

3. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors.
4. Any officer may be removed, whether or not for cause, by either (a) majority vote of the Board of Directors (excluding the officer) at a meeting duly called with notice that such removal shall be a subject or (b) by a majority of voting members of the Corporation at a meeting duly called with notice that such removal shall be a subject of the meeting.
5. The President shall preside at all meetings of the Corporation and the Board of Directors at which he/she may be present; shall perform such duties as may be prescribed or assigned to him/her by the Board of Directors; and shall coordinate the work of the officers and committees of the Corporation in order that its purposes may be promoted.
6. The Vice President shall act as an aide to the President and shall perform such duties as may be prescribed or assigned to him/her by the President or the Board of Directors.
7. The Secretary shall record or cause to be recorded all votes and minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.
8. The Treasurer shall keep an accurate account of the receipts and disbursements of the Corporation, and shall deposit all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse corporate funds and shall render to the President and the Board of Directors, upon request, an accounting of all transactions of the Corporation and of the financial condition of the Corporation

Article VII BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by its Board of Directors.
2. The Board of Directors shall consist of the Officers of the Corporation and up to three (3) at-large Directors.
3. Directors shall be elected by the voting members at the October meeting of the Corporation and shall serve for a term of two years, or until a successor is chosen. The term of each Director shall expire in October of each odd numbered year. Directors shall be voting members of the Corporation at the time of their election
4. Any vacancies occurring on the Board of Directors, whether due to resignation or removal of a Director, or by reason of an expansion of the Board of Directors, shall be filled by the Board of Directors. The term of any Director so appointed shall be the unexpired term.
5. No Director shall receive any salary or other compensation for his or her services as a Director.
6. Meetings of the Board of Directors shall be held upon the call of any Director. Fifty percent of the Board of Directors shall constitute a quorum. Notice of such meetings shall be in writing, delivered on at least 24 hours' notice to the other Directors. The affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board. Each Director shall have one vote and no proxy voting shall be permitted.

7. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken through email or other form of electronic communication, provided all Directors are given notice of such action as set forth in Article VII(6) above.

8. The Corporation shall indemnify all members of the Board, whether or not currently in office, for any and all costs and expenses, including legal fees and costs, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding to which he or she may be made party by reason of serving as a Director or Officer of the Corporation, except in the case of willful misconduct or knowing violation of criminal law.

Article VIII MEETINGS

1. Regular meetings of the Corporation shall be held during the months of October and April of each year at a time and place designated by the Board of Directors.

2. Special meetings may be called by the Board of Directors at any time on five days notice. Notice of all meetings shall be given by the Board of Directors in the manner which it deems most appropriate.

3. A quorum of members for the transaction of business in any meeting of the Corporation shall consist of five voting members and two members of the Board of Directors.

Article IX MISCELLANEOUS PROVISIONS

1. The annual accounting period of the Corporation shall begin on January 1 of each year, unless changed by the Board of Directors.

2. All checks, drafts, or other orders for the payment of money (or, alternatively, vouchers authorizing the issuance of such check, draft or other order) shall be signed by two Directors, including at least one Officer.

3. All contracts, notes or other evidences of indebtedness shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.

Article X AMENDMENTS

The Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Corporation, but only after notice of such proposed amendment, repeal, or alteration shall have been given in advance of such meeting to the members of the Corporation.