

**BY-LAWS OF THE
Brookwood-Hollaway ASSOCIATION
Upper Marlboro, MARYLAND**

ARTICLE I. Name and Location

Section 1. The name of this organization shall be the Brookwood-Hollaway Association, Upper Marlboro, MD. Herein after referred to as the "Association", a nonprofit organization in the state of Maryland.

Section 2. The Association shall be located in such localities as may be determined by the Board of Directors and approved by the Active Members, but no less than the streets representing the subdivisions of Brookwood and Hollaway Estates.

ARTICLE II. Purpose

The objectives and purposes of the Association shall be to provide support to community residents in all matters concerning health, safety, and security. The Association is organized to unite the community with objectives to protect rights - property - values and quality neighborhoods.

ARTICLE III. Membership

Section 1. Qualification: Membership in the Association will not be restricted, all residents living in the subdivisions may be Members. Membership of the Association shall be residents of the area within the boundaries established by the Board of Directors.

Section 2. Membership in the Association will be by household, one household one vote. There will be two types of Membership in the Association, Active or Inactive. Active Membership will be any person residing within the boundaries who pays dues on an annual basis. Inactive Membership will be any person living within the boundaries but who does not pay dues. Active Members will be authorized to vote and participate in all Association activities. Inactive Members will not be allowed to vote, however may attend meetings and observe.

Section 3. Duration of Membership: Active Membership will remain in effect, providing dues are current. Membership shall be renewed during the month of January. Membership dues shall be prorated for partial years for new residents.

Section 4. Removal: Active Members will be removed if dues are delinquent and placed into Inactive status. Members may be removed if their actions are in conflict with the purpose of the Association.

Section 5. Ex-officio Membership: Groups or organizations sympathetic to the purposes of the Association; will have non-voting status.

ARTICLE IV. The Board of Directors

Section 1. The Board of Directors shall consist of the elected officers and the appointed committee chairperson(s) see Article XIII for Committees

Section 2. The Board of Directors shall handle the regular business of the Association.

Section 3. Regular meetings of the Board of Directors shall be held as required and established by the

Board of Directors.

Section 4. A quorum for conducting the business of the Board of Directors shall be a simple majority of all members. A member of the Board not present may vote by absentee ballot.

ARTICLE V. Officers and Committee Chairpersons

Section 1. There shall be the following elected officers: A.) President, B.) Vice-President, C.) Secretary, D.) Treasurer.

Section 2. An officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of ballots cast by the Active Membership. Appointment of a replacement shall be made by the President of the Association with the approval of the Board of Directors pending the annual election.

Section 3. Committee chairperson(s) shall be appointed by the President immediately after his/her installation and approved by the Board of Directors.

ARTICLE VI. Elections

Section 1. a) Nominations: Any Active Member may place into nomination an Active Member for the Board of Directors. The Nominating Committee will compile a list of all Nominations, present this list in the form of a ballot for the election of officers under Article V Section 1. b) Report of the nominating committee shall be made at the last meeting of the year; and c) Nominations from the floor will be in order at the last meeting of the year and prior to elections and installation of the new officers at the first meeting of the new year.

Section 2. The Nominating Committee will consist of no less than the Chairperson plus three Active Members.

Section 3. Election shall be by secret ballot.

Section 4. Each eligible Active Household shall cast one vote.

Section 5. Term of office: Officers shall be elected for a term of two years. The first election will vote for the President and the Secretary for a term of Two years the Vice President and Treasurer will be voted into office for One Year. After the first year the Vice President and the Treasurer will be voted into office for two years. Officers may be elected for a consecutive term in the same office. Officers may also be re-elected to a new position for a period of two terms.

Section 6. Immediately following installation, the outgoing officers shall turn over to the newly installed officers all files and monies.

ARTICLE VII. Duties of Officers

Section 1. The President shall a) Preside at all meetings of the Board of Directors and general meetings of the Association, and at any special meetings; b) sign checks with the Treasurer, d) sign membership cards and all contracts, letters, etc. as required; e) serve as an ex-officio member of all committees except that of the nominating committee; and call special meetings, when necessary.

Section 2. The Vice President shall perform the duties of an absent President and perform such duties as are assigned by the President.

Section 3. The Secretary shall record the minutes of all proceedings of the Board of Directors and membership meetings and, with the President, shall sign all contracts for

the Association. The Secretary shall handle the correspondence of the Association.

Section 4. The Treasurer shall a) have charge of all the funds of the Association; b) make financial reports to the membership at meetings; c) sign all checks with the President, d) keep dues collected in advance for the next administration in a separate fund e) keep funds in a bank account to be audited annually and kept orderly.

ARTICLE VIII. Meetings

Section 1. Regular meetings shall be scheduled by the Board of Directors. These meetings will occur no less than twice a year

Section 2. Special meetings will be called by the President or the Board of Directors. Notice of a special meeting shall be given as early as time allows. This notice shall be written, oral or electronic mail.

ARTICLE IX. Amendments

The By-laws may be amended or revised by an affirmative vote of a majority of Active Members (Households). This vote will be by ballot or absentee ballot. Amendments to the By-Laws shall be given to Active Members in writing prior to the vote.

ARTICLE X. Dissolution

Section 1. Inactive status can be initiated by the Board of Directors by a majority vote of all Active Members. In this status all records are frozen and held by the Board of Directors, or a representative appointed by majority vote of the Board of Directors, until the Association is reactivated. Any member of the Board of Directors can reactivate the Association by announcement and notification publicly.

Section 2. Should full dissolution be necessary, all monies remaining after expenses are fully paid shall be returned equally to the eligible Active Members.

ARTICLE XI. Rules of Order

"Roberts Rules of Order, Newly Revised" shall be the basis of conducting meetings.

Section 1. Motion for Action: Proposal by a member that Association do a specific thing.

Section 2. Motion to Amend: Amendment to a motion may be made by insertion, addition, deletion or substitution.

Section 3. Motion to Rescind: Once a motion has been approved, reflection or investigation may prove it to be impractical. Because the motion is in the minutes book, it must be repealed before a different course of action is decided.

Section 4. Motion to Table: This cuts off discussion and action on a motion that has been made. This motion must be voted upon at once.

Section 5. Motion to Suspend the Order of Business: This is made when circumstances such as an interruption, late arrival or early departure necessitate an alteration or change in the agenda.

Section 6. Order of Business: Opening meeting - Minutes – Treasurer's report – Old business – New business.

ARTICLE XII. Standing Rules

1. Meetings will normally be called to order at 7:00 PM and adjourned by 9:00 PM.

2. Nominating committee shall verify eligibility of voting members representing each household. They may organize the election at their discretion with procedure that guarantees fairness and legality.

ARTICLE XIII. Standing Recommended Committee

1. Membership Committee
2. Nominating Committee
3. Program Committee
4. Newsletter Committee
5. Neighborhood Watch
6. Legislative Liaison
7. Communications Committee

The Nominating Committee Chairperson will not cast any vote during Board of Director meetings unless to break a tie.