

# **Fox Hills West Citizens Association, Inc. By-Laws**

(Revised Edition adopted by the membership at the General Meeting, November 1977 and amended by the membership at General Membership Meetings in November 1986, November 1987, November 1988, November 1990, November 1991, November 2000 and May 2009.)

## **ARTICLE I. NAME**

The name of this organization shall be “Fox Hills West Citizens Association, Inc.” hereinafter referred to as The Association. (Revision adopted May 2009)

## **ARTICLE II. PURPOSE**

The Mission of The Association is to create a special sense of community for Fox Hills West and Potomac Pointe, in the area known as Potomac Commons, in Montgomery County, Maryland, hereinafter referred to as “Fox Hills West”. We shall create this special sense of community by motivating residents to take pride in their homes, monitoring and providing a means of expressing our views on our government and schools, enhancing our common areas, encouraging neighborhood friendships, and offering prompt, superior community service. (Revision adopted May 2009)

## **ARTICLE III. MEMBERSHIP AND DUES**

### **Section 1.**

Each property owner and/or tenant of Fox Hills West shall be eligible for membership. Membership shall not be transferable under any condition. The membership period shall be the calendar year. (Revision adopted May 2009)

### **Section 2.**

Annual dues per residence shall be proposed by the Board of Directors and approved by the membership at the Annual Meeting.

### **Section 3.**

Dues shall be collected during the annual membership drive in a manner to be determined by the Board of Directors. The Membership Coordinator shall record and tabulate the dues and forward the money to the Treasurer for deposit. (Revision adopted November 1990)

### **Section 4.**

The one (1) vote per residence rule shall prevail on all matters. Voting shall be limited to current members of The Association. No proxy votes shall be permitted. (Revision adopted May 2009)

## **ARTICLE IV. ANNUAL and GENERAL MEETINGS**

### **Section 1.**

Every year, during the first three weeks of November, the Board of Directors shall call the Annual Meeting of The Association for the purpose of presenting the President’s annual report and electing the new members of the Board of Directors. (Revision adopted May 2009)

### **Section 2.**

Notification of the Annual Meeting shall be published on The Association website and in the issue of the HUNTSMAN immediately preceding the Annual Meeting. The notification shall contain the agenda and a list of candidates nominated for the Board of Directors. All Fox Hills West residents may attend. (Revision adopted May 2009)

### **Section 3.**

A quorum at any meeting, of which all members have been duly notified, shall consist of those eligible voters present at the meeting. Business considered by The Association shall be decided by a simple majority vote of eligible voters present, except as hereinafter provided. (Revision adopted May 2009)

### **Section 4.**

The President shall call a General Membership Meeting upon the written request of ten percent (10%) of the general membership or by a request of the majority of the members of the Board of Directors. The meeting shall be called within thirty (30) days of the receipt of the request.

Section 5.

Notification of all General Membership Meetings shall be through the HUNTSMAN, The Association website, and/or special flyer at least seven (7) days in advance of the meeting. The notification shall contain an agenda for that specific meeting. (Revision adopted May 2009)

ARTICLE V. BOARD OF DIRECTORS

Section 1.

The Board of Directors shall be the governing body of The Association, with the authority to take such action as it considers in the best interest of The Association. It shall govern within the confines of this document.

Section 2.

The Board of Directors shall consist of eleven (11) Board Members. One (1) Board Member shall be specifically elected to the position of Covenants Committee Chairman, and ten (10) Board Members shall be elected as Board Members-at-Large. (Revision adopted May 2009)

Section 3.

Each Board Member shall serve for a term of two years, commencing January 1. Five (5) Board Members-at-Large shall serve their terms beginning in an even-numbered year. The remaining five (5) Board Members-at-Large and the one (1) Board Member elected as the Covenants Committee Chairman shall serve their terms beginning in an odd-numbered year. Any Board Member elected to fill an incomplete term shall serve until the end of the term of the member he or she has replaced. Members of the Board of Directors may be elected for two consecutive terms of two years each, but in no case for more than five (5) consecutive years in the event they have also served an incomplete term.

Section 4.

Election of the Board of Directors shall be by secret ballot at the Annual Meeting to fill any vacancies on the Board. The ballot shall designate the vacancies as Board Member-at-Large or Covenants Committee Chairman. The five (5) candidates for Board Member-at-Large receiving the most votes shall be elected for two-year terms. If any incomplete terms are vacant, these terms shall be filled by any remaining candidates in the order of number of votes received. (Revision adopted May 2009)

Section 5.

In the event of a mid-term vacancy occurring between scheduled elections, an interim Board Member shall be appointed by the President in consultation with the Nominating Committee and with the approval of the Board of Directors. An interim Board Member shall serve until the end of the year in which he or she was appointed. (Revision adopted May 2009)

Section 6.

The Board of Directors shall meet each month except July and August, generally on the first (1<sup>st</sup>) Thursday of the month. (Revision adopted May 2009)

Section 7.

All eleven (11) Board Members shall have voice and vote. A quorum of the Board shall consist of six (6) Board Members. Action of the Board shall be by simple majority vote of those Board Members present. (Revision adopted May 2009)

Section 8.

The President, unilaterally, or at the written request of any three (3) Board Members, shall call the Board of Directors into special session. Written notice of such special session shall be distributed to all Board members no later than five (5) days prior to the session. (Revision adopted May 2009)

Section 9.

The December Board of Directors meeting shall consist of the outgoing and incoming Board Members. Election of Board officers for the following year shall be conducted at this meeting. Voting on this issue shall be limited to the eleven (11) Board Members who shall be serving on the Board of Directors the following year. (Revision adopted May 2009)

Section 10.

The officers shall be the President, Vice President, Secretary, and Treasurer. They shall be elected from the ten (10) Board Members-at-Large. The officers shall serve one-year terms. (Revision adopted May 2009)

Section 11.

In the event of a vacancy in the office of the President, the Vice President shall assume the office. In the event of a vacancy in any remaining office, the Board of Directors shall elect a replacement from the ten (10) Board Members-at-Large to serve until the end of the term. (Revision adopted May 2009)

## ARTICLE VI. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

### Section 1.

Each director or officer, whether or not then in office, shall be indemnified by The Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer of The Association. Such expenses shall include the cost of reasonable settlements (other than amounts paid by The Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify any director or officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his or her duty as such director, or officer, nor in respect of any matter on which any settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

### Section 2.

The officers of The Association shall be President, Vice President, Secretary, and Treasurer. Three (3) other Board Members shall be the Communications Coordinator, the Membership Coordinator, and the Covenants Committee Chairman. (Revision adopted May 2009)

### Section 3.

The President shall preside at all meetings of the membership and the Board of Directors and execute the decisions of the membership and the Board of Directors. The President shall appoint, with the approval of the Board, standing and special committees to assist and advise the Board of Directors on matters of interest to The Association. The President shall be ex-officio at all committee meetings with the exception of the Nominating Committee. The President shall report for any of the officers or Chairmen in their absence. The President shall have no independent authority beyond that which the Board of Directors authorizes. For the year following his or her term of office, the President shall serve as an advisor to the Board of Directors and as a member of the Nominating Committee. (Revision adopted May 2009)

### Section 4.

The Vice President shall assume the duties, responsibilities, and the function of the office of President in the event of the incapacity of the President or his or her unavailability to fulfill all of his or her duties, until such time as the President shall be available and/or able to resume the duties of the office.

### Section 5.

The Secretary shall record the minutes and take attendance at all Annual, Board, and General meetings. The Secretary shall distribute a copy of the previous meeting's minutes to all members of the Board of Directors prior to each meeting. The Secretary shall keep a current copy of the Articles of Incorporation, the By-Laws, and the Covenants documents and shall ensure that each new Board member receives a copy of these documents. The Secretary shall act as the Association's Historian, keeping all records, annual reports and such data as requested by the President and the Board. The Secretary shall read and write correspondence of the Association when necessary. The Secretary shall be the custodian of the Corporate Seal. The Secretary shall transfer the accumulated history, records, reports, and Corporate Seal to the following year's Secretary. (Revision adopted May 2009)

### Section 6.

The Treasurer shall collect and disburse funds in accordance with the By-Laws and maintain complete financial records. The funds of the Association shall be deposited in accounts of financial institutions where such accounts are federally insured. The Treasurer shall deposit Association funds in accounts whose service charges are reasonably small and that pay reasonable interest, while maintaining sufficient liquidity for the convenient payment of the Association's expenses. (Revision adopted May 2009)

All checks and/or signed drafts and orders for payment of money shall be signed by the Treasurer or President in the name of the Association after the Board of Directors has approved the payment prior to the incurrence of the expense including the approved annual operating budget. The removal of funds from any Association account in the amount of \$1000 or more shall require the signatures of both the Treasurer and the President, or the signature of the Treasurer plus explicit written authorization of the specific expenditure by the President in advance of the payment being made. The transfer of funds among Association accounts does not constitute removal of funds. (Revision adopted May 2009)

In the event an emergency arises, the President and five (5) other members of the Board of Directors shall approve, prior to its incurrence, an unplanned expense and its payment, and at the next Board meeting this shall be made a matter of record. Payment of any bills for these emergency services shall not be made until after the next Board meeting, unless payment in advance is required in order for these emergency services to be rendered. (Revision adopted May 2009)

The Treasurer shall present a written monthly financial statement to the members of the Board of Directors and make an oral presentation of this statement at each Board meeting. The Treasurer shall present an annual financial report at the Annual Meeting in November. The Treasurer shall provide a copy of each of these statements for publication in the HUNTSMAN and on The Association website. The Treasurer shall close the books at the end of the fiscal year (December 31<sup>st</sup>) and the financial reports shall be audited by a committee of three (3) members appointed by the President. The Treasurer shall be responsible for filing all necessary tax returns. (Revision adopted May 2009)

#### Section 7.

The Membership Coordinator shall be responsible for organizing the annual membership drive. He or she shall keep all membership lists and direct the compilation of the Directory. The Membership Coordinator shall keep a record of those members paying dues and all money collected as dues. The Membership Coordinator shall ensure that such funds are transferred to the Treasurer and shall maintain a current membership list for voting purposes at the Annual Meeting. (Revision adopted May 2009)

#### Section 8.

The Communications Coordinator shall be responsible for coordinating the publication and distribution of the HUNTSMAN, and any other communications from the Board of Directors to the members of the Association and residents of the community. The Communications Coordinator shall ensure that the HUNTSMAN and The Association website contain the Treasurer's monthly financial report and a summary of the Minutes of Board of Directors meetings. The publication schedule and other policies governing the content of the HUNTSMAN and its distribution shall be determined by the Board of Directors. Policies governing the content of The Association website shall also be determined by the Board of Directors. (Revision adopted May 2009)

#### Section 9.

The Covenants Committee Chairman shall be responsible for chairing the Covenants Committee and providing pertinent information to the Board of Directors. The Covenants Committee Chairman shall maintain written records of reports, findings, and decisions and shall transfer those to the incoming Covenants Committee Chairman at the end of his or her term. In the event that no Covenants Committee Chairman shall be elected or the position shall be vacated, another elected Board Member shall be appointed by the President, and approved by the Board, to serve as the Chairman until the end of that calendar year. (Revision adopted May 2009)

### ARTICLE VII. STANDING AND SPECIAL INTEREST COMMITTEES

#### Section 1.

The Covenants Committee, Nominating Committee, Communications Committee, Social Committee, Special Projects Committee, Common Areas Committee, Government Liaison Committee, School Area Liaison Committee, Roads and Land Use Committee, and Information Technology Committee shall be standing committees which function throughout the year. Special committees may be created by the President for a specific task for a designated time. Committee chairmen, with the exception of the Covenants Committee Chairman, shall be appointed by the President and approved by the Board of Directors and shall serve until the end of the calendar year. A chairman may serve multiple terms on his or her committee. (Revision adopted May 2009)

#### Section 2.

The COVENANTS COMMITTEE shall consist of the Covenants Committee Chairman and six (6) additional members of The Association at large, who shall be approved by the Board of Directors. Each committee member shall serve for a term of two (2) years. Members may serve for more than one term with the approval of the Board of Directors. (Revision adopted May 2009)

The Covenants Committee shall be governed by and shall base its actions on the Covenants and Guidelines. The Covenants Guidelines shall be a permanent document subject to change by two-thirds (2/3) vote of all eligible members attending the General Meeting. In order for a change to be considered, it may be submitted in the form of a written petition carrying signatures of 10% of the voting membership or in the form of a recommendation from the Board of Directors. It must be published on The Association website and in two (2) successive issues of the HUNTSMAN prior to a General Membership Meeting at which time a vote shall be held. (Revision adopted May 2009)

#### Section 3.

The NOMINATING COMMITTEE shall consist of two (2) Board members and at least one (1) member of The Association at large, any one of whom may be the outgoing President. The members of this committee shall be approved by the Board of Directors. The committee shall announce the vacancies for the Board of Directors in the HUNTSMAN and on The Association website and request names of candidates. The committee may consult with hosts/hostesses for suggestions, and every second year it may consult with the Covenants Committee for a suggestion for a candidate who shall be designated on the ballot as the proposed chairman of the Covenants Committee and member of the Board. The Nominating Committee chairman shall present a list of candidates to the Board. The list shall be included on The Association website and in the issue of the HUNTSMAN immediately preceding the Annual Meeting. The completed slate shall be read and voted on at the Annual Meeting. Nominations shall be accepted from the floor at the Annual Meeting. The Nominating Committee may be consulted by the Board of Directors for suggestions on filling any midterm vacancies on the Board that may arise. (Revision adopted May 2009)

Section 4.

The COMMUNICATIONS COMMITTEE shall publish and distribute the HUNTSMAN and all notices to the residents as directed by the Board of Directors. Members shall include the Communications Coordinator, the HUNTSMAN Editor, and the Block Host Coordinator, who shall be appointed by the Communications Coordinator. The Block Host Coordinator shall appoint Regional and Block Hosts to help with distribution. (Revision adopted May 2009)

Section 5.

The SOCIAL COMMITTEE shall coordinate all social events of community interest.

Section 6.

The SPECIAL PROJECTS COMMITTEE shall coordinate all activities and non-social events of community interest. (Revision adopted May 2009)

Section 7.

The COMMON AREAS COMMITTEE shall coordinate the maintenance of areas within the community that are used in common, including the entrance to the community on Falls Road, the planted circles in our cul-de-sacs, and other common areas within our community. (Revision adopted May 2009)

Section 8.

The GOVERNMENT LIAISON COMMITTEE shall monitor all pertinent government activities, including proposed legislation and land use approvals, which may affect the Fox Hills West community and provide pertinent information to the Board of Directors. (Revision adopted May 2009)

Section 9.

The SCHOOL AREA LIAISON COMMITTEE shall monitor the activities of the Montgomery County School Board and Montgomery County Public Schools and provide pertinent information to the Board of Directors. (Revision adopted May 2009)

Section 10.

The ROAD AND LAND USE COMMITTEE shall monitor the use of land and road development in the vicinity which may affect the Fox Hills West Community and provide pertinent information to the Board of Directors. (Revision adopted May 2009)

Section 11.

The INFORMATION TECHNOLOGY COMMITTEE shall assist and advise the Board of Directors on issues of information technology. The committee shall coordinate construction and maintenance of the website, the listserv, and the membership database under the direction of the Board of Directors. (Revision adopted May 2009)

ARTICLE VIII COMMITMENTS AND OBLIGATIONS

Section 1.

The Association obligations and commitments must be approved by the Board of Directors.

Section 2.

All of The Association contracts or other instruments which have been authorized by the Board of Directors shall be executed by the President, or by a Board member so delegated by the President. (Revision adopted May 2009)

Section 3.

The Association shall be permitted to receive gifts for the community, but the acceptance of gifts shall be approved by the Board of Directors.

ARTICLE IX BY-LAWS AMENDMENTS

Section 1.

All proposed amendments to the By-Laws shall be signed by two (2) of The Association members and submitted in writing to the Board of Directors for its consideration. (Revision adopted May 2009)

Section 2.

If the Board of Directors recommends the proposed amendment for consideration by The Association, the proposed amendment shall be published on The Association website and in the issue of the HUNTSMAN immediately preceding a General Membership Meeting during which a vote shall be held. (Revision adopted May 2009)

Section 3.

The amendment shall be adopted by two-thirds (2/3) vote of the eligible members attending the General Membership Meeting. No proxy votes shall be permitted. (Revision adopted May 2009)

ARTICLE X PUBLIC POSITIONS

Section 1.

No member of The Association shall take any public position in the name of The Association without the prior approval of the Board of Directors.

Section 2.

No member of The Association shall take any public position in the name of The Association on any issue of a religious, political, or racial nature.

Section 3.

The Board of Directors shall not take a public position on an issue that may affect our community unless two-thirds (2/3) of the eligible members present at a General Membership Meeting approve that position. (Revision adopted May 2009)

ARTICLE XI LIABILITY (Revision adopted May 2009)

Section 1.

The Association shall not be liable for any failure of services to be obtained by The Association, or paid for at The Association expense, or for injury or damage to person or property caused by the elements. (Revision adopted May 2009)

Section 2.

The officers and members of the Board of Directors shall not be liable to any of The Association members or residents for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. (Revision adopted May 2009)