

# **Bylaws of the Twinbrook Citizens Association**

*Amended June 30, 2009*

## **Article I. Name**

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

## **Article II. Purpose**

The purpose of the Association is to maintain and improve the quality of life of the residents of the Twinbrook area, as described in the Articles of Incorporation.

## **Article III. Membership and Dues**

**Section 3.01** The membership will consist of the following types of members:

- a) Resident Member - Any person 18 years or older residing within the boundaries of Twinbrook, who has paid current membership dues.
- b) Associate Member - Any person 18 years or older who does not reside within the Twinbrook area, but who owns property in Twinbrook and has paid current membership dues.
- c) Honorary Member - Any membership extended gratis by the President with approval of the Executive Committee.

**Section 3.02** The amount of annual membership dues will be decided by majority vote of the Executive Committee at its July meeting, as a part of the budget process. Memberships are to run for a minimum of one year.

## **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 is responsible for keeping in touch with other members of the Executive Committee and in seeing 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, performs the duties of the President.
- b) Secretary who shall be responsible for keeping the minutes of the meetings of the Executive Committee and all other meetings of the Association.
- c) 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.

- d) Member-at-Large North (north of Viers Mill Road) who shall reside north of Viers Mill Road, participate in 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.
- e) Member-at-Large South (south of Viers Mill Road) who shall reside south of Viers Mill Road, participate in 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) 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.

**Section 4.03** Officers will be elected for one-year terms, with eligibility for re-election, at the General Membership meeting in June. Installation will occur at the end of that meeting.

**Section 4.04** The Executive Committee will serve as the Nominating Committee.

**Section 4.05** 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 June General Meeting. Additional nominations may be made from the floor at the June General Membership meeting.

**Section 4.06** 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 4.07** The duties of the officers will be set forth in the latest edition of Robert's Rules of Order

## **Article V. Standing Committees**

**Section 5.01** The Standing committees of the Association will be:

- (a) Business Development and Relations
- (b) Communication (including the Voice and the Web Page)
- (c) Education
- (d) Environment (including gardens and parks)

- (e) Membership
- (f) Neighborhood Watch and Public Safety
- (g) Resident Outreach  
(including seniors, international residents, and community projects)
- (h) Traffic and Transportation

**Section 5.02** Chairpersons of a Standing Committee should participate in Executive Committee and General Membership meetings, vote on issues that come to the Executive Committee, and be representatives in of their Committee within the Association.

**Section 5.03** Chairpersons must be Resident Members of the Association.

**Section 5.04** A Chairperson for each Standing Committee will be appointed by the President with a 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 5.05** Standing Committees will present their budgets and plans for action to the Executive Committee for approval.

## **Article VI. Executive Committee**

**Section 6.01** The Executive Committee will consist of the Officers and the Chairperson of each Standing Committee.

**Section 6.02** The functions of the Executive Committee will be to:

- (a) determine the policy of the Association;
- (b) arrange for the implementation of said policy;
- (c) hear citizen opinion and take appropriate action;
- (d) monitor governmental activity;
- (e) take positions on issues affecting the community at large (using polls where appropriate);
- (f) insure the publication of positions taken and disseminate other pertinent information;
- (g) review the budget and ensure financial viability of the organization.

**Section 6.03** The Executive Committee will meet at least once every six weeks.

**Section 6.04** Special Executive Committee meetings may be called by the President or by members of the Executive Committee notifying the President of their desire to hold a special meeting.

**Section 6.05** A quorum will consist of a majority of the Executive Committee, at least two of whom must be elected officers. All members of the Executive Committee will be entitled to an equal vote on all issues.

**Section 6.06** All questions within purview of the Executive Committee will be decided by a majority vote of those committee members present, except as specified in Articles 8 and 12.

**Section 6.07** All Executive Committee meetings will be open for general membership attendance and publicized whenever possible.

**Section 6.08** Anyone of the membership may request a hearing before the Executive Committee on a relevant issue.

**Section 6.09** 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. The ad hoc committee chairpersons will not be members of the Executive Committee.

**Section 6.10** Ad-hoc committees will present their plans to the Executive Committee for approval.

#### **Article VIII. Removal From Office**

**Section 8.01** The President, with approval of the Executive Committee, may remove any appointee from office or abolish any ad hoc committee at any time deemed appropriate.

**Section 8.02** Removal of any officer may be requested by petition of any three members of the Executive Committee. A three-fourths vote of the Executive Committee will be necessary to remove said officer from office.

**Section 8.03** No elected public official will be eligible to hold a TCA elective office.

#### **Article IX. Procedure**

**Section 9.01** 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 9.02** The Association will adopt an operating budget within the first quarter after the installation of new officers. The fiscal year of the Association will run from July through June of each year.

**Section 9.03** Expenditure of Association funds other than those approved in the budget will require the approval of the Executive Committee.

## **Article X. Meeting of the General Membership**

**Section 10.01** There will be at least two annual meetings of the general membership. The June General Membership meeting will be for the purpose of electing officers. The President will deliver a report on the state of the Association to the membership upon the expiration of his/her term of office.

**Section 10.02** Publication of a General Membership Meeting will be made at least one week prior to the meeting date.

**Section 10.03** All members present will constitute a quorum, but voting will be restricted to Resident members.

**Section 10.04** Eligibility to vote will be determined by a check of the membership rolls and show of personal identification.

**Section 10.05** Meeting agendas will be provided at all General Meetings.

## **Article XI. Official Publication**

**Section 11.01** The Association will periodically publish a newsletter on issues and activities to the Twinbrook community and the Association, especially all major policy decisions and actions of the Executive Committee.

**Section 11.02** The President or the President's appointee will act as the Editor, with contributing help from the Executive Committee and other interested parties.

**Section 11.03** The Executive Committee reserves the right to review all ads for the newsletter, as to appropriateness of taste and content, and consistency with the Association's stated goals.

## **Article XII. Amendment**

**Section 12.01** These By-laws may be amended by submitting a proposal in writing to the Executive Committee.

**Section 12.02** Proposed amendments will require for adoption a two-thirds vote of the Executive Committee and a two-thirds vote of the Resident Members at a General Membership Meeting, each such body voting as a separate entity.

### **Article XIII. Indemnification and Exculpation**

*Section 13.01* No Executive Committee member of the Association shall be personally liable for any matter or thing resulting from his status as such or from the performance of his duties, except as a result of his gross negligence or willful misconduct.

*Section 13.02* The Association shall indemnify any person for amounts required to be paid as a result of any claim, suit, or proceeding resulting from his status as such or for performance of his duties as a member of the Executive Committee. However, there will be no indemnification of any person of any amounts paid as a result of gross negligence or willful misconduct.

### **Article XIV. Conflicts of Interest**

*Section 14.01* Whenever an Executive Committee member has financial or personal interest in any matter coming before the Executive Committee, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.